MARVEL

EPIC COLLECTION

the AMAZING SPIDER-MAN®

COSMIC ADVENTURES

MICHELINIE • CONWAY • LARSEN • BUSCEMA • SAVIUK • KANE

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COSMIC ADVENTURES

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AMAZING SPIDER-MAN: COSMIC ADVENTURES

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“CHILD STAR”

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

GRAVITY STORM

BEGINNING

ACTS of VENGEANCE!

COME ON IN! PETER PARKER (YOU KNOW HIM AS SPIDER-MAN) AND HIS WIFE, MARY JANE (YOU KNOW HER AS THE FOXY REDHEAD IN THE GREEN DRESS) ARE THROWING A HOUSE-WARMING BASH IN THEIR NEW SOHO LOFT -- AND YOU'RE INVITED!

SO KICK OFF YOUR SHOES, KICK UP YOUR HEELS, AND KICK OUT THE JAMS!

BECAUSE A GOOD TIME IS GUARANTEED FOR ALL!

GLOVE

PIZZA

DAVID MICHELINIE * WRITER
COLLEEN DORAN * PENCILER
ANDY MUSHYNSKY * INKER
RICK PARKER * LETTERER
BOB SHAREN * COLORIST
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YOU'RE *SURE* YOU LIKE IT, PETER?

HEY, ARE YOU KIDDING, STEVE?

EVERY NEW HOUSE NEEDS A *BLENDER!*

OR TWO.

OR THREE...

MEGA BLENDER

NEW MEGA Blender

THAT'S RIGHT, DANNY. ME AND *SAMBOUKA* HERE MET AT A RALLY TO SAVE THE ECUADORIAN MEALY-BUG! PRETTY RAD, HUH?

MUNCHIES, ANYONE?

?

I'M FASTING TO PROTEST THE SLAVE-LIKE OPPRESSION OF MY BROTHERS AND SISTERS IN THE REPUBLIC OF SOUTH AFRICA. FLASH?

UHHH... PASS.

YOU KNOW, PHIL, I THINK THIS IS THE FIRST TIME I'VE EVER BOOGIED WITH A *FULL PROFESSOR!*

DON'T WORRY, MARY JANE, YOU ONLY HAVE TO CALL ME *DR. CHANG* ON ALTERNATE THURSDAYS!

DREAM ON, SLUGGER!

MY FAVORITE PASTIME!

OH, HARRY! LIZ! LITTLE NORMIE IS SO *CUTE!* CAN I TAKE HIM HOME?

ASK US AGAIN AT *CHANGING TIME*, GLORY! EVEN THEN--

--YOU'LL HAVE TO FIGHT CANDI, RANDI, AND BAMBI! THEY'VE ALREADY GOT FIRST DIBS!

=GGGLLGGH=

HI! MARY JANE WATSON?

WATSON-*PARKER*, PAL.

HEY, EMJAY! DELIVERY!

PETER! YOU SHOULDN'T HAVE!

I *DIDN'T!* ON OUR BUDGET, I'M GOING TO HAVE TO FLOAT A LOAN JUST TO *TIP* THESE GUYS!

THEN MAYBE IT'S FROM THE *AGENCY* I USED TO WORK FOR. SURE! I'LL BET THEY MISS THEIR *TOP MODEL* AND WANT ME BACK FOR--

OH.

OH!

MARY JANE! WHAT--?

ER, E-EXCUSE US, FOLKS!

MJ? ARE YOU ALL RIGHT?

PETER, IT'S... CAESAR.

JONATHAN CAESAR?!

THE FLOWERS... THE ICE SCULPTURE... *HE* SENT THEM.

HE WANTED TO OWN ME. AND WHEN I REJECTED HIM, HE USED HIS INFLUENCE TO DESTROY MY *MODELING* CAREER.

HE'S PROBABLY THE REASON I HAVEN'T GOTTEN A CALL-BACK FROM THAT *SOAP OPERA* I AUDITIONED FOR. HE STILL WANTS TO CONTROL ME, EVEN FROM *PRISON*.

THOSE "HOUSEWARMING PRESENTS" WERE JUST HIS WAY OF LETTING ME KNOW HE'S STILL AROUND-- AND KEEPING AN *EYE* ON ME.

I WISH YOU'D LET ME *DO* SOMETHING ABOUT THAT JERK!

NO, PETER. I CAN HANDLE IT. JUST GIVE ME A MINUTE TO FIX MY FACE, OKAY? THEN I'LL GO BACK TO BEING A WORLD CLASS HOSTESS.

EVERYTHING'S FINE, FOLKS. MARY JANE WAS JUST, UH, *MOVED* BY THE UNEXPECTED GIFTS! SHE'LL BE OUT IN--

--HEY! WHO'S THE WISE GUY WHO PUT ON THE *BARRY MANILOW* RECORD!

LATER, AS THE SUN SLIDES SLOWLY TOWARD THE WESTERN HORIZON...

GREAT PARTY, GUYS!

WISH I COULD STAY AND HELP WITH THE CLEANUP BUT PAPA'S GOT TO PUT *SLEEPING CUTIE* TO BED!

NO PROBLEM, HARRY. WE'RE USED TO MENFOLK FLEEING IN TERROR AT THE MERE MENTION OF THE WORD "BROOM"!

PIZZA

PIZZA

COME ON, HON, YOU *KNOW* I HAVE TO RUN SOME ERRANDS BEFORE THINGS CLOSE UP! IT'S SATURDAY!

JUST *KIDDING*, MR. SENSITIVE! KNOW WHEN YOU'LL BE BACK?

UH-UH. GOTTA CHECK AT THE *DAILY BUGLE* FOR PHOTO ASSIGNMENTS, THEN LOOK IN ON *AUNT MAY*, THEN TALK TO *DR. SWANN* ABOUT MY RESEARCH ASSISTANT DUTIES ON MONDAY.

PIZZA MAN

PIZZA MAN

PIZZ

HEADIN' UPTOWN, PETE? HOW'S ABOUT SAM AND I KEEP YOU COMPANY?

GREAT!

WELL, *HALF* GREAT...!

I SURE HOPE YOU AND MARY JANE CAN COME TO MY *MATCH* TOMORROW NIGHT.

I'M STILL ADJUSTING TO YOUR WANTING TO BECOME A PROFESSIONAL *FIGHTER*, FLASH.

JOY IVISION TEAR US PART

BOXING IS BARBARIC.

I MEAN, WHY ON *EARTH*--?

WHY?! BECAUSE I'M TIRED OF BEING A *LOSER*, THAT'S WHY! MY GREATEST STRENGTH HAS ALWAYS BEEN *ATHLETICS*, EVER SINCE HIGH SCHOOL!

SO I'VE DECIDED TO *USE* THAT STRENGTH--

--TO PUSH MY WAY INTO THE *WINNER'S CIRCLE* FOR A CHANGE!

WOW. DIDN'T REALIZE FLASH HAD SUCH A COMPLEX ABOUT *LOSING!*

I GUESS WITH ALL HE'S BEEN THROUGH LATELY-- BAD RELATIONSHIPS WITH *SHA-SHAN* AND *BETTY LEEDS*, BEING ON THE RUN WHEN THE POLICE THOUGHT HE WAS THE *HOBGOBLIN*--

--HIS SELF-IMAGE MUST REALLY BE SHAKY! I JUST WISH I COULD HELP HIM.

BUGL

DON'T FORGET: TOMORROW, EIGHT O'CLOCK!

WE'LL BE THERE, BUDDY!

AH! KATE CUSHING! JUST THE PERSON I WANTED TO--

NOT NOW!

NO TIME!

SEE ME LATER!

WHOA! WHEN DID SHE SLIP INTO FAST FORWARD?

IT'S THE TRANSITION, PETER.

THINGS HAVE BEEN CRAZY SINCE THOMAS FIREHEART BOUGHT THE DAILY BUGLE AND REPLACED J. JONAH JAMESON! *

*IN SPECTACULAR SPIDER-MAN #57.--J.S.

GUESS I SHOULD'VE FIGURED, JOY. BUT I'M STILL NOT USED TO THE FACT THAT JONAH ISN'T AROUND ANY MORE.

I KNOW. I LIKE THE RAISE I GOT--

--BUT I'M NOT SURE I LIKE THE JOB AS MUCH.

IT'S HARD TO BELIEVE THAT THIS CHANGEOVER IS REALLY BECAUSE OF ME!

AS PUMA, FIREHEART OWED SPIDER-MAN A DEBT OF HONOR.

HE TRIED TO PAY THAT DEBT BY REMOVING A THORN FROM SPIDEY'S SIDE--NAMELY, JONAH!

OH, WELL, BETTER GET TO AUNT MAY'S PLACE IN QUEENS, AND THE FASTEST WAY TO DO THAT IS--

--HUH? SPIDER-SENSE TINGLING! USUALLY WARNS OF DANGER!

SECURITY CAMERA? ANOTHER EXAMPLE OF FIREHEART'S EFFICIENCY! PROBABLY EQUIPPED WITH A *SOUND SENSOR* AS WELL!

AND SINCE WHOEVER'S MONITORING THAT THING MIGHT BE WONDERING WHY PETER PARKER WAS UNBUTTONING HIS *SHIRT*...

=whew= SURE IS *HOT* IN HERE!

ER, MAYBE IT'S COOLER OUT ON THE, UM, *ROOF!*

IT IS. COOLER *AND* MORE PRIVATE!

AS QUICKLY, PETER RESUMES HIS INTERRUPTED CHANGE, TRUSTING HIS SPIDER-SENSE TO ALERT HIM TO *OTHER* PRYING EYES, ELECTRONIC OR ALIVE. AND IN MOMENTS--

DAIL

-- THE TRANSFORMATION...

...IS COMPLETE!

NEXT STOP: QUEENS!

LITHE AND FREE, SPIDER-MAN SOARS OVER SEETHING STREETS, UNENCUMBERED BY THE BUSTLE AND RUSH THAT CLOGS MANHATTAN.

AND UNAWARE THAT A REGAL AND EQUALLY UNFETTERED FIGURE DRIFTS SLOWLY, AS IF WEIGHTLESS, TOWARD THAT SELFSAME CITY...

OOOO

IT IS AS IT SHOULD BE.

THE GREATEST METROPOLIS ON EARTH, LYING AT THE FEET OF *GRAVITON!*

APROPOS SINCE, AS MASTER OF THE ELEMENTAL FORCE OF *GRAVITY*, I AM SOMETHING OF A *GOD!*

HOWEVER, MY TASK HERE IS A MINOR ONE: *DESTROY SPIDER-MAN!*

CHILD'S PLAY.

IN FACT, WHEN THE *KINGPIN* CONTACTED ME, OFFERING TO SEND OTHERS TO DEFEAT MY OLD ENEMIES, *THE AVENGERS*, IN EXCHANGE FOR MY SERVICES,* I NEARLY LAUGHED!

*SEE *AVENGERS* TITLES FOR DETAILS.--J.S.

BUT IF HE WANTS TO SEND A *TIGER* TO CRUSH A *KITTEN*, I SUPPOSE HE HAS HIS REA--

YOU THERE! HALT!!

AN INSECT? THREATENING *ME?*

POLICE

KEEP YOUR HANDS WHERE WE CAN SEE THEM! AND LOWER YOURSELF TO THE GROUND! SLOWLY!!

GO AWAY.

A CASUAL GESTURE.

POLICE

AND THE WEIGHT OF ALLOY ROTORS SUDDENLY MULTIPLIES BY A FACTOR OF THOUSANDS! BENDING THEM DOWN--

--TO SLICE THROUGH SHEET ALUMINUM LIKE A CHAIN SAW THROUGH CARDBOARD!

THE CHOPPER IS CHOPPED.

THE INSECT--

--MOST THOROUGHLY SWATTED!

SMASH

PLASH

NOW, TO THE PROBLEM AT HAND: HOW TO FIND SPIDER-MAN?

DAILY BUGLE

AH.

BUT THE OBJECT OF GRAVITON'S SINISTER INTEREST CURRENTLY HAS *OTHER* CONCERNS, AS HE AMBLES DOWN A FOREST HILLS SIDEWALK TO GREET--

MR. CHEKOV! TODAY'S THE DAY, HUH?

THAT'S RIGHT, PETER! THE *RESIDENT HOTEL* I'M MOVING INTO HAS MY ROOM READY.

IT'S NOT SO BAD. THE NEIGHBORHOOD IS QUIET, I'LL HAVE TIME TO READ.

THOUGH I WILL MISS YOUR *AUNT MAY* AND THE OTHER BOARDERS.

THEY'LL MISS YOU, TOO, SIR. GOOD LUCK.

PETER! BE CAREFUL, DEAR! THIS IS HOT!

SO WAS THE *PARTY*, AUNT MAY. YOU SHOULD HAVE BEEN THERE.

YOU WOULD HAVE WON THE *HIP-HOP* CONTEST HANDS DOWN!

YOU'RE SWEET, PETER. BUT YOU KNOW I DON'T WANT TO LEAVE *NATHAN* ALONE. NOT...

... NOT NOW.

I UNDERSTAND, AUNT MAY. BUT WON'T YOU BE LONELY ANYWAY?

ONCE YOU AND NATHAN ARE THE ONLY ONES HERE?

PERHAPS.

WHEN THE *PALERMOS* MOVE TO THEIR CONDO-MINIUM NEXT WEEK, I'LL *ALMOST* MISS THEIR CONSTANT BICKERING!

BUT YOU HEARD THE DOCTOR YOURSELF-- NATHAN'S *HEART CONDITION* IS *TERMINAL*.

AND I WANT HIS LAST MONTHS TO BE PEACEFUL. AND...

...PRIVATE.

AT LEAST COME VISIT US AT THE LOFT. AND BRING NATHAN ALONG!

MJ AND I *REALLY* WANT YOU TO.

WE WILL, PETER. I PROMISE. NATHAN AND I ARE GOING TO DO A *LOT* OF THINGS. WE'RE GOING TO *LIVE* A LITTLE!

OH! I-I MEAN...

POOR MAY. NATHAN'S A GROUCH, BUT SHE HONESTLY LOVES HIM. I'M GOING TO DO EVERYTHING I CAN TO MAKE THEIR TIME TOGETHER HAPPY. AND SO WILL--

"-- MARY JANE!"

WHEW! NEXT TIME I THROW A HOUSE-WARMING, LIZ, I'M GONNA THROW IT AT *YOUR* PLACE!

MY PAL...!

KNOCK, KNOCK!

YOU'VE GOT A CALL ON OUR PHONE, MJ. WOKE NORMIE UP.

BUT I'LL FORGIVE YOU IF YOU'LL BABY-SIT TUESDAY.

MY PLEASURE, HARRY.

AND SPEAKING OF PLEASURE, I'LL BET IT'S *PETER*, HUH?

WANTING TO TELL ME HOW MUCH HE MISSES HIS MRS...?

UH, NO, MARY JANE. IT'S SOME GUY I'VE NEVER *HEARD* BEFORE.

A GUY? BUT I WAS WAITING UNTIL OUR NEW PHONE WAS INSTALLED BEFORE GIVING OUT ANY NUMBERS.

WHO WOULD KNOW TO CALL *YOUR* LINE TO GET TO--OH, LORD.

CAESAR?

BUT UPTOWN, A DESPOT OF A DIFFERENT SORT STRIDES THROUGH THE LOBBY OF THE DAILY BUGLE BUILDING, ACTING FOR ALL THE WORLD AS IF HE OWNED THE PLACE. AN ATTITUDE--

--TO WHICH A WELL-TRAINED SECURITY GUARD TAKES DECIDED EXCEPTION.!

ALL RIGHT, SLICK! FREEZE!

OH, DO DROP YOUR SILLY WEAPON.

HUH?! G-GUN SUDDENLY FELT LIKE IT WEIGHED A TON.!

KCHUNK

YOU APPEAR STRESSED, MY FRIEND. IF YOU'LL FORGIVE THE YOUTHFUL PARLANCE, WHY DON'T YOU--

--LIGHTEN UP?

I-I'M FLOATIN'! F-FLYIN' UP TO THE ;OUCH; CEILING.!

BEIN' PRESSED ;UNG; INTO THE TILES! C-CRUSHED! CAN'T... ...BREATHE...!

B...B-BLACKING... OUUUUU;

WELL. THAT WAS FUN.

BUT NOW TO WORK.

WAMP

KINGPIN NOTED THAT THE BUGLE PUBLISHES AN INORDINATE NUMBER OF SPIDER-MAN PHOTOS. COULD BE THE WEB-SLINGER HAS SOME SPECIAL *INTERESTS* HERE.

BUT HOW TO GET HIS ATTENTION? HMM, PERHAPS SOMETHING... *CREATIVE?*

AND WITH THAT, THE BUGLE BUILDING BEGINS TO SHAKE--

DAILY BUGLE

--RATTLE--

DAILY BUGLE

DAILY BUGLE

-- AND RIP FROM ITS FOUNDATIONS! LEAVING SPEWING WATER MAINS AND CRACKLING ELECTRICAL CABLES AS IT RISES, AN IMPOSSIBLE OBLONG BLIMP, INTO THE HAZY AIR ABOVE MANHATTAN!

WHILE NORTHWARD, AT EMPIRE STATE UNIVERSITY...

I'LL MAKE THIS FAST.

EMPIRE STATE

JUST A QUICK SWING BY DR. SWANN'S OFFICE TO SEE WHAT MY ASSIGNMENT IS FOR MONDAY, THEN IT'S BACK HOME TO--

SKZZZK

OH, MY GOSH! ARE YOU OKAY?

A SLIGHT MALFUNCTION IN THE POWER SETTING FOR MY INSTRUMENTS, YOUNG MAN. NOTHING FOR YOU TO BE CONCERNED ABOUT.

GOOD DAY.

SHEESH! YOU'RE WELCOME!

AH, PETER! I SEE YOU'VE MET DR. LUBISCH! MAX, THIS IS PETER PARKER, THE RESEARCH ASSISTANT I WAS TELLING YOU ABOUT.

H'LO, DR. SWANN.

MAX MAY HAVE DISCOVERED A HERETOFORE UNKNOWN ENERGY SOURCE. HE'S CLOSE TO A BREAKTHROUGH.

SO I'M LOANING YOU TO HIM ON MONDAY.

GOLLY. THANKS.

ALWAYS NICE HAVING SOMETHING TO LOOK FORWARD TO.

I MAY NOT HAVE THE SMOOTHEST LIFE AROUND, BUT AT LEAST IT'S NOT--

-- DULL?

UH, SORRY, FOLKS! GOTTA RUN!

SOME-THING JUST CAME UP!

SOON...

DAILY GLOBE

WELL.

THERE'S SOMETHING YOU DON'T SEE EVERY DAY!

I KNOW FIREHEART WANTS THE *BUGLE* TO RISE ABOVE ITS COMPETITION, BUT THIS IS A BIT *EXTREME!*

THERE HAS TO BE SOMETHING *ELSE* AT WORK HERE!

AND I THINK MY *SPIDER-SENSE* JUST FOUND IT!

OR RATHER, *HIM!*

YOU MAY CONTINUE, MR. KATZENBERG. AFTER ALL, THE WORLD WILL WANT A RECORD OF--

KLIK KLIK

--THE TRIUMPH OF *GRAVITON!*

THE TRIUMPH OF "*GRAVY TRAIN*"? ISN'T THAT A LITTLE SILLY?

SPIDER-MAN! PRECISELY THE PERSON I WANTED TO--

--KILL!

SHVAK

THWIPP

I'VE HEARD ABOUT THIS GUY! HE CONTROLS GRAVITY! JUST LIKE HE'S DOING--

--TO MAKE MY WEBBING FLOAT IN THE AIR LIKE COTTON CANDY!

3M

REDUCE ENLARGE

MAYBE SOMETHING HEAVIER WILL--

I SUPPOSE YOU MUST TRY, IF FOR NO OTHER REASON THAN PRIDE! BUT IT ALL SEEMS SO POINTLESS!

AS LONG AS I CONTROL THE GRAVITATIONAL PULL OF ANY OBJECT I CHOOSE, THERE'S NO WAY YOU CAN EVEN TOUCH--

SMILE, GRAV! THIS ONE'S A KEEPER!

FASH

EH--?!

BROKE MY CONCENTRATION! HAVE TO REFOCUS BEFORE--

BWOK

HIS GUARD IS DOWN!

GOT TO PRESS THE ADVANTAGE! END THIS MESS--

--NOW!

NO!

IF GRAVITON IS UNCONSCIOUS, HIS *WILL* WON'T BE ABLE TO KEEP THIS BUILDING IN THE AIR!

SHE'S RIGHT! HUNDREDS WOULD *DIE*!

HESITATION LET GRAVITON RECOVER! HE'S WILLING SECTIONS OF FLOOR TO WRAP AROUND ME! I'M *HELPLESS*!

JONAH'D PROBABLY LAUGH...!

MAYBE NOT...!

BLAST IT! I MAY NOT RUN THE *BUGLE* ANY MORE. BUT THOSE ARE STILL *MY PEOPLE*! WHY DOESN'T SOMEONE *DO* SOMETHING!

SOMEONE'S TRYING!

SHRENCH

VERY GOOD, SPIDER-MAN!

YOU BROKE MY TRAP! BUT PERHAPS NOW--

-- MY TRAP CAN BREAK *YOU*!

SHHHHHISH

FRAKOW

AND NOW, FOR YOUR PART IN THIS LITTLE EMBARRASSMENT--

M-M-ME?

--I THINK I'LL INCREASE YOUR GRAVITY TO A FEW TONS! IT MIGHT BE AMUSING TO SEE WHICH WILL BREAK FIRST: THE FLOOR--

--OR YOU!

NICK'S SLIME, BUT HE DOESN'T DESERVE THIS!

OKAY, MAYBE HE DOES--

--BUT NOT WHILE I'M AROUND!

WHILE AROUND NEW MEXICO, AT FIREHEART ENTERPRISES....

LOUISE? HAVE MY LEARJET FUELED, WOULD YOU?

JUST IN CASE...!

REALLY, NICK ≥UNG≤ YOU SHOULD CUT DOWN ON THOSE TWO-CHEESECAKE LUNCHES!

EVEN WITH MY SPIDER-STRENGTH ≥URNK≤ I CAN HARDLY--

--OH, NO! GRAVITON USING HIS POWERS TO SEND A BUNCH OF STEEL DESKS SLIDING!

RIGHT AT US!

SPIDER-SENSE SCREAMING! G-GOT TO IGNORE IT!

USE EVERYTHING I'VE GOT! T-TRY TO ≥YNG≤ PULL NICK OUT OF ≥UNF≤ D-DANGE--

--RRRRRRRRRRRRGGHH!

KARUNCH

TOUCHÉ, WEB-SLINGER! NOW HERE'S A LITTLE SOMETHING--

--TO BRING THE *HOUSE* DOWN!

BRUMBLE

MIGHT AS WELL ALLOW THE BUILDING TO LOWER NOW. NO SENSE TARNISHING MY VICTORY WITH *UNNECESSARY* DEATHS!

LAZILY, SATISFIED, GRAVITON FLOATS WESTWARD.

WHILE EMERGENCY CREWS GATHER QUICKLY AROUND THE RESETTLED BUGLE BUILDING.

POLICE

WATER AND ELECTRICITY HAVE BEEN SHUT OFF! SHOULD BE SAFE TO LOOK FOR--

OVER HERE! I THINK SOMETHING'S *MOVING!*

UHHHHHHHHH...

...HELP?

THIS IS *GREAT!* "HIS PLAN TO HELP GRAVITON FOILED, WILEY WEB-SPINNER IS STOMPED BY OWN PARTNER!"

KLIK KLIK KLIK

MEGA-CITY

ONE MORE CRACK LIKE THAT, KATZENBERG--

--AND YOU'RE GOING TO BE TAKING CLOSE-UPS OF YOUR OWN TONSILS!

=GULP=

MIDNIGHT.

SOHO.

COULDN'T FIND GRAVITON.

DIDN'T REALLY WANT TO.

BUT I NEEDED TIME TO *HEAL* A BIT, SO MARY JANE WOULDN'T WORRY SO MUCH.

NEEDED TIME TO THINK, TOO. TO COPE WITH *FAILURE.*

I *LOST* TONIGHT. I'M NOT USED TO THAT.

AND I DON'T *LIKE* IT.

BUT I CAN SURE SYMPATHIZE WITH FLASH'S *ZEAL* A LITTLE BETTER.

BEING A *LOSER* IS HARD TO TAKE!

GUESS MARY JANE'S ALREADY ASLEE-- eh? FLICKERING LIGHT.

A *FIRE?*

MARY JANE!

HMMNM? OH. HI, HON. WANTED TO STAY AWAKE... CELEBRATE. BUT TOO TIRED :YAWN: AFTER PARTY.

FORGOT I GAVE OSBORNS' NUMBER... TO TV PEOPLE. GOT THE JOB, SWEETHEART.

GONNA BE AN *ACTRESS.*

THAT'S FABULOUS, MJ! I'M *SO PROUD* OF YOU!

WOULDN'T MEAN SQUAT... IF I DIDN'T HAVE *YOU* TO SHARE IT WITH.

LOVE YOU...

AND AS LONG AS YOU DO, MARY JANE, EVEN IF I LOSE...

...I'LL NEVER BE A *LOSER!*

NEXT ISSUE: THE BIG *CHANGE!* (AND WE DON'T MEAN TWO FIVES FOR A TEN!) *BE HERE!*

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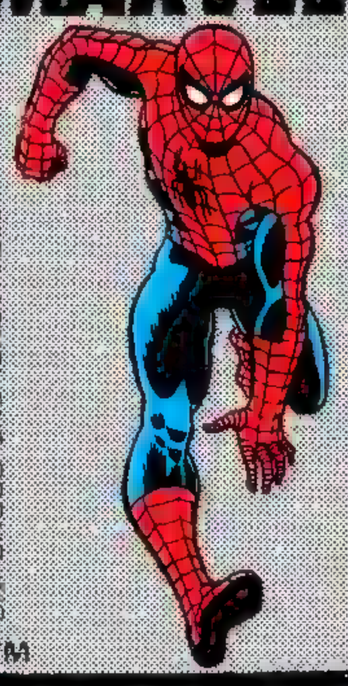

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"WITH GREATER POWER..."

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

ONE MINUTE AGO, LIFE WAS GOOD.

THE SUN WAS SHINING OVER THE EAST SIDE OF MANHATTAN, AND SOMEWHERE IN QUEENS, A BIRD WAS CHIRPING WITH MERRY DELIGHT.

YES, ONE MINUTE AGO, HE WAS A FRIENDLY NEIGHBORHOOD SPIDER-MAN ON HIS WAY TO MEET HIS LOVELY BRIDE FOR AN EARLY DINNER IN THEIR FAVORITE SOUTH STREET SEAPORT RESTAURANT.

IT JUST GOES TO SHOW HOW QUICKLY THINGS CAN CHANGE IN LESS THAN SIXTY SECONDS.

EEEEE-YUCK!

WHAT THE HECK IS THIS?!

THE PASTE AND THE POWER (OR A VERY STICKY SITUATION)

GERRY CONWAY WRITER / SAL BUSCEMA BREAKDOWNS / MIKE ESPOSITO FINISHER / BOB SHAREN COLORIST / RICK PARKER LETTERER / JIM SALICRUP EDITOR / TOM DeFALCO EDITOR IN CHIEF

IT LOOKS LIKE AN ESCAPEE FROM "GHOSTBUSTERS II"--

--SOME KIND OF SLIMESTREAM OR PASTE OR--

UH-OH!

SPIDER-SENSE BUZZING AGAIN-- WARNING ME--

--DON'T LAND ON THAT BUILDING!

AND NO WONDER!

THE WALL'S COVERED WITH GREASE! EVEN WITH MY SPIDER-ADHESION POWERS, I WOULD'VE SLIPPED RIGHT--

HUH?

NOW WHAT?

MORE PASTE?!

WHERE IS IT ALL COMING FROM?

WHO'S TRYING TO--

GOTCHA, SPIDER-MAN!

I TOLD THE WIZARD I'D BE THE PERFECT GUY TO SEND AFTER YOU-- AND I WAS RIGHT!

MY PASTE GUN IS AS DEADLY A WEAPON AS YOUR WEB-SHOOTERS--

"-- MAYBE MORE SO, SINCE I CAN SHOOT PASTE OR GREASE OR EVEN EXPLODING GUMBALLS--"

YUNNGH! THIS IS DISGUSTING!

"--WHILE ALL YOU CAN DO IS FIRE A FEW WEBS!"

WAITAMINUTE!

PASTE! GREASE! GUM-BALLS!

I KNOW YOU! YOU'RE THE GUY THE HUMAN TORCH USED TO CALL PASTE-POT PETE!

THAT'S ANCIENT HISTORY, SPIDER-MAN!

FOR A LONG TIME NOW, I'VE BEEN THE TRAPSTER..

"-- AND I THINK YOU JUST FOUND OUT WHY!"

GREASE-- UNDER MY FEET!

CAN'T-- HANG--

--OONNNNN!

SEE WHAT I MEAN?

I SET THE TRAP--GOT YOU ALL DISORIENTED-- AND YOU FELL RIGHT INTO IT!

SO TO SPEAK.

HAHAHAH

SKRASHHH

HERE'S YOUR COFFEE, MARY JANE.

DO YOU WANT TO ORDER AN APPETIZER OR WAIT TILL YOUR MAN PETER GETS HERE--

=HERRKK!=

OHMIGOSH!

STEPHAN--

--THAT'S SPIDER-MAN!

UGH, GROSS.

WHAT'S THAT GUNK HE'S COVERED WITH--SEWER SLUDGE?

PETER, WHAT'S HAPPENED TO YOU?

PASTE HARDENING ALL OVER ME -- CAN'T BREATHE-- CAN HARDLY MOVE--!

THERE'S MARY JANE -- WITH HER OLD ACTOR-PAL-TURNED-WAITER, STEPHAN--

--LOOKING AT ME--SO FRIGHTENED--

=MURGA= =MURP= =HAMPH=

SPIDER-MAN--?

PETER! OH, MY LORD--HIS MOUTH'S COVERED--HE CAN'T SPEAK!

=UMMA MUFF=

OFF-BALANCE-- LEGS AND ARMS TURNING ROCK HARD--

--CAN'T STAND UP--

-- I'M LOSING IT--

-- MJ --

HONEY, I--

KRACK

SPOOSH!

I DID IT!

DR. OCTOPUS COULDN'T DO IT, THE VULTURE NEVER HAD A CHANCE--

--ELECTRO, MYSTERIO HOBGOBLIN AND PUMA--

--ALL OF THEM WIMPS!

ACME MOVING, INC.

WHEN PUSH CAME TO SHOVE, ONLY ONE GUY HAD WHAT IT TOOK TO WASTE THE WEBSLINGER!

ME! THE TRAPSTER!

MAYBE NOW PEOPLE WON'T BE SO QUICK TO CALL ME "PASTE-POT PETE!"

HA!

UH... MJ... HE'S BEEN DOWN THERE A PRETTY LONG TIME, HASN'T HE?

YOU THINK HE'S--?

NO!

HE'S ALIVE--ANY SECOND NOW, HE'LL JUMP TO THE SURFACE!

YOU'LL SEE...

YOU'LL SEE...

OH, PETER--! PLEASE DON'T MAKE ME A LIAR! I'LL NEVER FORGIVE YOU!

FORTY FEET DOWN AND STILL DESCENDING:

"THIS IS RIDICULOUS," HE THINKS.

"I CAN'T BREATHE...

"...I CAN'T MOVE...

"...I'VE GOT AN ITCH ON MY NOSE I CAN'T SCRATCH...

"...I CAN'T EVEN SEE.

"REMINDS ME OF THE TUXEDO I WORE THE DAY MJ AND I GOT MARRIED.

"MJ.

"SHE HAS TO BE WORRIED SICK.

"OKAY, WEB-SLINGER... DO SOMETHING.

"AND DO IT NOW--

"--OR SOMEDAY THEY'LL DREDGE YOU FROM THIS RIVER AS PART OF A FRESHWATER RECLAMATION PROJECT!

"DO IT, PETER!

"DO IT!"

FWOOM

GASP!

ALL RIGHT!

HE'S OKAY, MARY JANE!

WHAT A GUY! WHAT AN INSPIRATION!

I'M GOING TO CALL MY *AGENT!* IF SPIDER-MAN CAN BEAT THE ODDS LIKE THAT, WHEN IT'S *LIFE* AND *DEATH*--

BEAT THE ODDS ON YOUR *OWN* TIME, STEPH. RIGHT NOW, I WANT YOU TO BUS UP THIS MESS-- *PRONTO.*

--I CAN BEAT THE ODDS WITH MY *ACTING CAREER*--

OH... YESSIR, MR. BOSS, SIR.

WHEW!? I NEVER THOUGHT NEW YORK SMOG COULD SMELL SO *GOOD!*

THERE'S MJ-- LOOKING AS *RELIEVED* AS I FEEL.

I'LL HEAD HOME...

"... AND JUDGING BY THE *LOOK* SHE'S GIVING ME, SHE'LL BE RIGHT ON MY HEELS,"

FORGET LUNCH, STEPHAN.

BUT THANKS FOR THE GREAT SERVICE... SEE YOU ANOTHER TIME, WHEN PETER AND I CAN STAY FOR *LUNCH.*

HUH? OH, SURE, MJ.

AND BY THE WAY--YOU *CAN* BEAT THE ODDS.

A *FIVE DOLLAR TIP* ON A ONE DOLLAR CUP OF COFFEE?

SHEEEE...

...WITH FRIENDS LIKE MARY JANE WATSON-PARKER ON MY SIDE, MAYBE I *CAN* BEAT THE ODDS AFTER ALL!

UNITED STATES OF AMERICA

FIVE DOLLARS

EIGHT MINUTES AND ONE BREAKNECK TAXI RIDE LATER, IN SOHO...

A FIVE BUCK TIP ON A FOUR BUCK RIDE?

WHADDAYOU, LADY-- RICH?

NOT RICH--

--JUST GRATEFUL MY MAN IS ALIVE--

--EVEN IF HE DID LEAVE A PASTY MESS ACROSS OUR NEW LOFT'S FLOOR.

WE'VE BEEN SO WORRIED ABOUT FINANCES LATELY--UNTIL I LANDED THAT JOB ACTING IN A TV SOAP OPERA--

--WE'D ALMOST FORGOTTEN WHAT REALLY MATTERS IN LIFE:

THE PEOPLE YOU LOVE...

PETER?

HI, HON.

SORRY ABOUT THE FLOOR...

OH, FORGET THE FLOOR.

HOW ARE YOU?

SOGGY... SORE... AND PRETTY EMBARRASSED.

HE BEAT ME, MJ.

ALL HE HAD WAS PASTE AND GREASE-- AND HE BEAT ME. I DON'T KNOW WHICH IS WORSE...

...THE ANXIETY OF ALMOST BEING KILLED...

...OR THE *HUMILIATION* OF LOSING TO SUCH A *LOSER*.

GIVE YOURSELF A BREAK. YOU'RE *ALIVE*.

TO ME, THAT'S ALL THAT COUNTS.

BUT WHY DID THE TRAPSTER *ATTACK* ME IN THE FIRST PLACE? I HARDLY *KNOW* THE CREEP.

I WISH I DIDN'T HAVE TO HELP *PROFESSOR* LUBISCH WITH HIS EXPERIMENTS AT *EMPIRE UNIVERSITY* THIS AFTERNOON.

IT'S JUST A HUNCH, BUT I HAVE A FEELING *SOMETHING* PRETTY *STRANGE* IS GOING ON...

TO FIND OUT *HOW* STRANGE, LET'S LOOK *ELSEWHERE* IN MANHATTAN;

SPECIFICALLY, THE MIDTOWN OFFICE TOWER OWNED BY *WILSON FISK*...

...a.k.a. *THE KINGPIN OF CRIME.*

YOU *INSULT* ME, SIR.

YOU COME HERE WITHOUT INVITATION OR INTRODUCTION--

--AND TELL ME I'VE MISMANAGED MY CAMPAIGNS AGAINST *SPIDER-MAN* AND *DAREDEVIL*.

YOU THEN HAVE THE AUTHORITY TO OFFER YOUR SERVICES AS A "*POWER BROKER*" BETWEEN ME AND OTHERS "*IN MY SITUATION.*"

I HAVE ONLY TWO QUESTIONS FOR YOU, SIR: WHAT PRECISELY IS A "POWER BROKER"--

-- AND WHY SHOULD I ALLOW YOU TO LEAVE MY OFFICE *ALIVE*?

RATHER THAN ANSWER YOUR QUESTIONS WITH AN *EXPLANATION*--

-- I PREFER TO PROVIDE A *DEMONSTRATION* OF WHAT MY EMPLOYERS PROPOSE.

OBSERVE.

STEP THROUGH THAT DOOR, KINGPIN--

--AND JOIN THE OTHER CORE MEMBERS OF OUR ENTERPRISE.

WHAT IS THIS, A *TELEPORTATION DEVICE?*

OF A SORT.

EACH DOOR IN THIS CHAMBER OPENS TO THE *PRIVATE HEADQUARTERS* OF A DIFFERENT CORE LEADER.

YOU ARE THE *FOURTH* TO JOIN US...

I KNOW THESE MEN, *THE WIZARD, DR. DOOM, MAGNETO...*

AND WHO'S ON THAT *TELEVISION SCREEN?* PASTE POT PETE?

THE *TRAPSTER,* BLAST IT.

I WAS JUST REPORTING TO YOUR PALS, KING-PIN--

SPIDER-MAN IS *DEAD.* I KILLED HIM!

ASTOUNDING. IT WOULD APPEAR OUR THEORY IS *CORRECT:*

BY *TRADING ENEMIES,* WE HAVE FOUND A SURE PATH TO VENGEANCE AGAINST OUR LONG-TERM FOES.

IT MAKES SENSE, DOOM.

OVER THE YEARS, IN BATTLE AFTER BATTLE, OUR *PERSONAL* ENEMIES HAVE LEARNED OUR STRATEGIES AND TECHNIQUES.

THEY KNOW HOW TO *COUNTER* OUR ATTACKS ALMOST *INSTINCTIVELY.*

BUT BY *SWITCHING* FOES -- WE REGAIN THE ADVANTAGE OF *SURPRISE.*

VENGEANCE IS OURS-- BY *PROXY.*

YOU SAY THIS BUFFOON SUCCEEDED AT DESTROYING *SPIDER-MAN* WHERE I FAILED?

I *WON'T* BELIEVE IT UNTIL I'VE SEEN THE *BODY.*

YOU WANT *PROOF* I'LL GET *PROOF.*

THEN IT'S YOUR TURN TO WASTE *MY* ENEMIES, FAT MAN.

LET'S SEE HOW *YOU* DO AGAINST *THE HUMAN TORCH!*

AHEM. KNOWING YOU WERE COMING, KINGPIN, WE ARRANGED SPIDER-MAN'S DEATH AS A *PREMIUM.*

BUT THERE ARE CERTAIN *QUID PRO QUOS* INVOLVED IN THESE *ACTS OF VENGEANCE...*

QUITE SO.

A DEATH FOR A *DEATH.*

AN ENEMY FOR AN *ENEMY.*

INTERLUDE:

THE FEDERAL COURTHOUSE IN PHILADELPHIA, PENNSYLVANIA--

--WHERE JOSEPH ROBERTSON, ONE-TIME EDITOR IN CHIEF OF THE DAILY BUGLE, IS ABOUT TO ATTEND AN APPEAL OF HIS SENTENCE FOR MISPRISION OF FELONY--

--AN APPEAL COMPLICATED BY HIS RECENT, UNWILLING, PARTICIPATION IN A PRISON BREAKOUT ORGANIZED BY HIS LIFE-LONG ENEMY, TOMBSTONE.

HE LOOKS SO STRONG, CYNTHIA.

AFTER ALL HE'S BEEN THROUGH-- HOW IS THAT POSSIBLE?

SOME MEN GROW WITH ADVERSITY, MARTHA.

YOUR HUSBAND IS ONE SUCH MAN.

I WISH I HAD MORE CLIENTS LIKE HIM.

WHAT ARE THE ODDS FOR DAD'S APPEAL, MS. BERNHAMMER?

BEFORE THE PRISON BREAKOUT, I WOULD HAVE SAID THE ODDS WERE EXCELLENT, RANDY.

JOSEPH IS A VALUED MEMBER OF THE COMMUNITY-- OBVIOUSLY HIS ORIGINAL SENTENCE WAS TOO HARSH--

--AND I HAD EVERY HOPE OF GAINING HIM A REDUCED SENTENCE, PERHAPS EVEN A COMMUTATION.

BUT NOW--

HOLD THAT POSE, BEAUTIFUL.

THIS'LL GO GREAT WITH A HEADLINE-- "LAWYER DECLARES CLIENT'S CASE HOPELESS!"

MR. KATZENBERG...

...TAKE THAT CAMERA OUT OF MY FACE BEFORE I SQUASH YOU LIKE A BUG, YOU ANNOYING LITTLE MAN.

WHOA, HEY, SORRY.

ROBBIE, WE'LL CONTINUE TO DO EVERYTHING WE *CAN*-- NO MATTER WHAT IT TAKES, OR HOW LONG--

YOU KNOW I'M GRATEFUL FOR THE DAILY BUGLE'S FINANCIAL SUPPORT, JONAH--

DAD, JONAH DOESN'T *OWN* THE BUGLE ANYMORE. SOME GUY NAMED *FIRE-HEART* BOUGHT IT IN A HOSTILE TAKEOVER.

JONAH IS FUNDING MS. BERNHAMMER *PERSONALLY*...

JONAH, WHAT CAN I SAY--

NOT A *THING*, ROBBIE.

THANKS TO THOMAS FIREHEART, I'M A *RICH* MAN. I CAN AFFORT CYNTHIA'S LEGAL FEE.

RIGHT NOW, WE COULD USE A *MIRACLE* MORE THAN MONEY, JONAH.

PERHAPS I CAN PROVIDE THAT MIRACLE.

EH? WHO--?

MY NAME IS *STUART McPHEE*, MR. ROBERTSON. YOU KNEW MY *BROTHER* IN LEWISBURG FEDERAL PENITENTIARY.

YOU *BEFRIENDED* HIM BEFORE HE WAS KILLED, AND I OWE YOU FOR THAT.

YOUR BROTHER...?

LEMUEL McPHEE. BUT BECAUSE OF HIS SIZE, EVERY-ONE CALLED HIM *BRUISER*.

MY GOD! BRUISER'S BROTHER-- HE SPOKE OF YOU--

HOW CAN YOU HELP MY HUSBAND, MR. McPHEE?

UNLIKE MY BROTHER, I WORK *INSIDE* THE SYSTEM, MRS. ROBERTSON, QUITE *SUCCESSFULLY*, IN FACT.

SIX MONTHS AGO, I WAS NAMED AN *ADVISER* TO THE WHITE HOUSE FOR DOMESTIC AFFAIRS.

THERE'S A CHANCE, A SLIM CHANCE, I CAN GET YOUR HUSBAND A *PRESIDENTIAL PARDON*...

END OF INTERLUDE

MONDAY AFTERNOON.

EMPIRE STATE UNIVERSITY.

THE PHYSICS LAB OF PROFESSOR MAX LUBISCH.

OH, YES, OH YES, THIS WILL BE WONDER-FUL!

MAYBE SO...

...IF WE DON'T OVERLOAD THE UNIVERSITY POWER LINES AND BLOW THE WHOLE CON-EDISON POWER GRID FOR LOWER MANHATTAN.

PROFESSOR, EXCUSE ME FOR ASKING--DID YOU HAVE THE ENGI-NEERING DEPARTMENT CHECK THE SPECIFI-CATIONS FOR THIS MACHINE?

NO NEED, PETER.

I CHECKED THEM MYSELF.

UH-HUH. WHEN YOU ASKED PROFESSOR SWANN IF YOU COULD BORROW ME TO ASSIST YOU ON THIS EXPERIMENT--

--YOU SAID YOU WANTED TO TAP A PREVIOUSLY "UNKNOWN ENERGY SOURCE,".

WOULDN'T THE ENGINEERING DEPARTMENT BE--

NONSENSE. IN MY HOMELAND I BUILT MANY MACHINES.

ONLY A FEW EVER MALFUNCTIONED WHILE--LOOK!

IT'S WORKING!

WE'VE LOCKED INTO AN EXTRA-DIMENSIONAL ENERGY SOURCE--JUST AS I PREDICTED!

MAYBE SO--MAYBE NOT--BUT JUST AS I PREDICTED--

"--THIS MACHINE IS OVER-LOADING THE UNIVERSITY ELECTRICAL SYSTEM!

"IT ISN'T OUT OF CONTROL, NOT YET--BUT JUDGING BY THE WAY STATIC ELECTRICITY IS BUILDING UP AROUND THIS ROOM--!

--THIS SETUP COULD BLOW ANY MINUTE!

PROFESSOR, I REALLY THINK WE HAVE A *PROBLEM* HERE...

NO PROBLEMS! NO PROBLEMS!

WE'RE DRAWING *POWER*..

AMAZING LEVELS OF *ENERGY*!

THE "*LUBISCH ENERGY FIELD*" IS A REALITY! OH, YES! OH, YES!

OH, NO--

-- SPIDER-SENSE WARNING ME --

PROFESSOR LUBISCH'S WONDERFUL ENERGY FIELD IS ABOUT TO--

WHIZOOM

FOR ONE SCALP-TINGLING INSTANT, AS HE FLINGS HIMSELF ACROSS THE ROOM TO PUSH THE OLDER MAN TO SAFETY--

-- *ENERGIES UNKNOWN* FLOW THROUGH PETER PARKER--

--FILLING HIS EARS WITH A SOUND LIKE DISTANT *CHOIRS*--

--AND HIS EYES WITH A BRILLIANCE WHITER THAN SUN-REFLECTED ***SNOW.***

WHEW. AND DOUBLE WHEW.

WHATEVER HIT ME-- AND GRAZED THE PROFESSOR--PROBABLY WOULD HAVE KILLED HIM--

--OR ANYONE ELSE WITHOUT A SPIDER-ENHANCED METABOLISM LIKE MINE TO PROTECT HIM.

EVEN SO, I FEEL LIKE I JUST SWALLOWED A FRESH CAR BATTERY.

MY STOMACH TINGLES, AND MY MOUTH TASTES LIKE ACID AND METAL.

MAYBE I BETTER SIT DOWN A MOMENT UNTIL I--

OWWW.

SPIDER-SENSE-- CLANGING LIKE A THREE-ALARM FIRE! NEVER FELT IT SO INTENSELY BEFORE!

DANGER OUTSIDE-- THE POWER LINES-- SHORTING OUT-- THREATENING THOSE STUDENTS ON THE CAMPUS QUAD--!

PROFESSOR LUBISCH IS ALREADY COMING AROUND, SO I CAN LEAVE HIM...

... AND TAKE CARE OF THIS SIDE-EFFECT OF TODAY'S LITTLE "EXPERIMENT" AS SPIDER-MAN.

=GROAN= PAINFUL... VERY PAINFUL, OH, YES... BUT WE WERE SUCCESSFUL, OH, YES...

... VERY SUCCESSFUL... AND ONE CANNOT DO SCIENCE WITHOUT A LITTLE PAIN, PETER... OH YES...

eh?

OH, MY...

WHY IS LIFE NEVER EASY?

BROKEN POWER LINES FLIPPING AROUND LIKE HUNGRY EELS!

GOTTA CATCH 'EM BEFORE THOSE KIDS ON THE QUAD GET--

OHMIGOD!

INCREDIBLE...

IMPOSSIBLE...

THAT LIVE WIRE--YOU SAW IT SPARKING!

IT COULD HAVE HIT US--WE COULD'VE BEEN KILLED--BUT HE--H-HE--

Y-YEAH...

H-HOW DID HE DO THAT?

I SHOULD BE DEAD.

I GRABBED THAT WIRE BY *REFLEX*-- I WAS GROUNDED BY MY WEBLINE -- TOOK ALL THAT *VOLTAGE* THROUGH MY HAND --

I SHOULD BE DEAD.

MAN, THAT WAS *GREAT*, WHAT YOU DID!

HOW'D YOU *DO* THAT?

I DON'T KNOW...

I...

I'VE GOT TO GET *OUT* OF HERE!

HEY!

DID YOU SEE WHAT HE *DID*?

HOW DID HE *DO* THAT?

HOW *DID* I DO THAT? ALL THE ELECTRICITY -- WENT RIGHT *INSIDE* ME--AND I'M NOT EVEN *TINGLING*!

WHAT *HAPPENED* TO ME IN LUBISCH'S LAB?

HOW DID I-- *OWWW!*

SPIDER-SENSE SHRIEKING!

DANGER!

NO, NO DANGER-- JUST A *FLY*-- BUT IT'S BUZZING SO *LOUD*--!

EVERY-*THING* IS SO LOUD!

SPIDER CROSSING A WINDOWPANE *TWO BLOCKS* FROM HERE!

LEAVES *RUSTLING* IN A FLOWER-POT!

SOME GIRL *HUMMING* TO HER-SELF!

WATER *DRIPPING* IN A SINK IN THE CHEMISTRY LAB!

SO MUCH *NOISE*!

I CAN'T STAND IT!

I'VE GOT TO CONCENTRATE--

--TRY TO FILTER OUT THE NOISE--

--BEFORE IT OVERWHELMS ME!

"Eh?"

...CHOSE ON THE SPIDER-MAN FOR SOME OF CRIMES

"SOMEONE SAID MY NAME..."

...FIND HIS BODY...

...SHOW... KINGPIN...

"WHAT WAS THAT ABOUT THE KINGPIN?

...DREDGE THE RIVER, SHOW HIM THE CORPSE...

"I KNOW THAT VOICE.

...PROVE I KILLED SPIDER-MAN...

"TRAPSTER."

I DON'T UNDERSTAND WHY MY SENSES ARE SUDDENLY SO SHARP, AND RIGHT NOW, I DON'T CARE.

TRAPSTER MADE ME LOOK LIKE AN IDIOT IN FRONT OF MY WOMAN.

I OWE THE MAN.

NOBODY ELSE COULD DO IT.

I DID IT, BUT DOES ANYONE CARE? DO THEY GIVE ME RESPECT? OH, NO.

"PASTE-POT PETE," THAT'S WHAT THEY CALL ME.

BLAST THEM.

ALL THESE YEARS I'VE BEEN THE TRAPSTER, THEY STILL THINK I'M SOME KIND OF JOKE.

BUT ONCE I BRING BACK THE WEB-SLINGER'S BODY-- --THEN LET 'EM LAUGH, IF THEY CAN.

HIYA, PETE.

WORD OF ADVICE.

A GUY WHO NEEDS AS MUCH DENTAL WORK AS YOU DO SHOULDN'T STAND AROUND WITH HIS MOUTH OPEN THAT WAY.

WOW!

RANT

LOOK, EVERYBODY-- SPIDER-MAN'S BACK! I THINK HE JUST CHALLENGED TRAPSTER TO A REMATCH!

I THOUGHT I KILLED YOU.

SO I WAS OFF BY A FEW HOURS.

BEEP

SUITS ME.

NOW I WON'T WASTE TIME FISHING FOR YOUR BODY.

"I'LL KNOW JUST WHERE TO FIND YOU..."

RTOOM

OH, GREAT.

VROOOM!

HA!

MY TRAPPER-MISSILE IS LOCKED ONTO YOUR BODY TEMP SIGNATURE, WEB-SLINGER.

YOU CAN'T DODGE IT--

--AND YOU SURE AS HECK CAN'T CATCH IT!

FINALLY GOT YOU WHERE I WANT YOU, TRAPPED LIKE A--

-- LIKE A--

--A--

SKRUNCH

HEY!

I DIDN'T KNOW SPIDER-MAN'S WEB COULD DO THAT!

IT CAN'T! I MEAN, IT DIDN'T--

-- I MEAN--

HOW DID HE DO THAT?

I-I DON'T GET IT! YOU'RE NOT SUPPOSED TO-- YOU CAN'T--YOU NEVER--

GOTTA BE A TRICK!

GOTTA BE A--

ZAP ZAP ZAP ZAP

BLHOOM BLHOOM BLHOOM BLHOOM

NO, NO, NO!

YOU CAN'T DO THAT!

I BEAT YOU ONLY A COUPLE'A HOURS AGO! I BEAT YOU!

SPOOF

ZAP

THAT YOU DID, PETE.

CAUGHT ME BY SURPRISE, AND WHUPPED ME GOOD.

WE WERE THE PERFECT MATCH! MY PASTE-- YOUR WEBS!

BUT THIS IS DIFFERENT! THIS ISN'T FAIR!

WHO SAID LIFE WAS FAIR?

ZAP ZAP ZAP

YOU'VE GOT THE PASTE-POT, PETE, BUT I'VE GOT THE POWER.

DON'T CALL ME THAT!

MY NAME ISN'T PASTE-POT PE--

ZAP ZAP ZAP

ZAP

≥eeeep≤

ZAP ZAP ZAP

SPOOSH

ACTUALLY, PAL--YOUR NAME IS MUD.

MY PASTE-PELLETS...

...YOU BLEW ALL MY PASTE-PELLETS...

MESSY ISN'T IT?

BEFORE I HAUL YOU TO THE SHOWERS AT *POLICE PLAZA*, TELL ME WHO HIRED YOU UP TO ATTACK ME?

THE KINGPIN?

YOU'LL FIND OUT, ONE'A US WILL GET YOU.

I'M ONLY THE *SECOND.*

ONLY THE SECOND?

ONLY THE SECOND OF *WHAT?* OF *WHO?*

NOTHING. HE SAID ALL HE'S *GOING* TO SAY.

I'VE GOT A *REAL* BAD FEELING ABOUT THIS...

SPIDER-MAN, THAT WAS *OUTRAGEOUS!*

HOW'D YOU MAKE A FIST WITH YOUR *WEB?* AND THOSE *RAYS* OUTTA YOUR FINGERTIPS--

I NEVER KNEW YOU COULD DO STUFF LIKE THAT!

NEITHER DID I.

AND FRANKLY, FRIEND, IT SCARES ME *SPITLESS...*

TO BE CONTINUED IN THE PAGES OF WEB OF SPIDER-MAN No. 59!

MARVEL®

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WEB OF SPIDER-MAN™

ACTS of VENGEANCE!™

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LOOK OUT! HERE COMES THE ALL-NEW COSMIC-POWERED SPIDER-MAN!

TITANIA™-- LEAVE PUMA™ ALONE!!

I'M THE ONE YOU WANT!!

A. SAVIUK

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

A ROOFTOP IN LOWER MANHATTAN.

PETER?

YOU'VE BEEN *BROODING* UP HERE ALMOST AN HOUR.

DON'T YOU THINK THIS IS SOMETHING WE SHOULD *TALK* ABOUT?

WITH GREAT POWER

WHAT'S TO *DISCUSS*, MARY JANE?

I THINK I'M LOSING MY *MIND*...

GERRY CONWAY * ALEX SAVIUK * KEITH WILLIAMS * RICK PARKER * BOB SHAREN * JIM SALICRUP * TOM DeFALCO
WRITER * PENCILER * INKER * LETTERER * COLORIST * EDITOR * EDITOR IN CHIEF

A FEW HOURS AGO, I WAS YOUR AVERAGE HAPPY-GO-LUCKY, FRIENDLY NEIGHBOR-HOOD *WEB-SPINNER*...

...A GUY WITH THE PROPOR-TIONATE STRENGTH OF A *SPIDER*, AND A FEW EXTRA ABILITIES LIKE MY EVER-POPULAR *SPIDER-SENSE*.

I HAD *POWER*, BUT I KNEW WHAT IT WAS, AND I KNEW HOW TO *DEAL* WITH IT.

THEN SUDDENLY, *ZAP*, EVERYTHING CHANGED-- I GOT HIT BY AN OVERLOADED *ENERGY FIELD* DURING AN EXPERIMENT AT *EMPIRE UNIVERSITY* *--

-- AND NOW I'VE GOT MORE *POTENTIAL* THAN I KNOW WHAT TO DO WITH.

I'M OVER-*WHELMED*, MARY JANE.

*IN *SPECTACULAR SPIDER-MAN* #158. -- JIM

I HAD TROUBLE ENOUGH BALANCING POWER AND RESPONSIBILITY WHEN I WAS JUST PLAIN OLD *SPIDER-MAN*...

...BUT *NOW*...

NOW, YOU'RE SOMETHING *MORE*.

BUT YOU'RE STILL THE SAME *WONDERFUL* MAN I LOVE.

NO MATTER *HOW* MUCH POWER YOU POSSESS, I KNOW YOU'LL DO YOUR BEST TO HANDLE IT *RESPONSIBLY*.

THANKS, *MJ*.

IF I NEED *ANY-THING* RIGHT NOW, IT'S YOUR VOTE OF CON-FIDENCE.

STILL, UNTIL I UNDERSTAND THIS POWER-- WHERE IT CAME FROM, AND WHAT IT'S FOR-- I DON'T DARE *USE* IT.

MAYBE YOU SHOULD COME DOWNSTAIRS TO THE *APARTMENT*-- WE CAN *TALK*--

I'D LIKE THAT.

BUT PETER PARKER HAS AN APPOINTMENT WITH THE *DAILY BUGLE'S* NEW *PUBLISHER* IN TEN MINUTES, UPTOWN--

-- AND *THOMAS FIREHEART* ISN'T A MAN WHO LIKES TO BE KEPT WAITING.

THANKS FOR THE SUPPORT, HON.

I'LL SEE YOU AT HOME, LATER.

BE KIND TO YOURSELF, PETER.

YOU ALWAYS WORRY ABOUT HOW YOUR ACTIONS AND DECISIONS CAN AFFECT *OTHERS*...

"...JUST ONCE, I WISH YOU'D THINK ABOUT HOW THEY AFFECT *YOU*."

ELSEWHERE:

*ON A DARKENED ROOM, A MAN IN AN IRON MASK LISTENS IMPASSIVELY TO THE NEAR-SILENT *GRUNTS* OF A WEIGHTLIFTER IN MID-ROUTINE.*

THE MAN'S NAME IS DR. DOOM.

HE IS PREPARING AN ACT OF VENGEANCE.

WELL, DOOM? WHAT DO YOU THINK?

AM I STILL AS STRONG AS *EVER?*

YES, TITANIA, YOU'RE AS STRONG AS EVER... AND IF ANYONE SHOULD BE A FAIR JUDGE OF YOUR STRENGTH, *DOOM* IS THE MAN.

AFTER ALL, I GAVE YOU YOUR *POWER*.

SO I OWE YOU ONE.

WHAT I WANNA KNOW IS, CAN I BE *PART* OF THIS OPERATION YOU AND *THE WIZARD* ARE PUTTING TOGETHER, OR NOT?

AND IF SO--

--WHEN CAN I GET A SHOT AT THAT BIG GREEN BIMBO, *SHE-HULK*?

YOU MISS THE POINT OF OUR ENTERPRISE, *TITANIA*.

IF WE MAKE YOU PART OF OUR VENGEANCE TEAM, *SHE-HULK* IS THE VERY *LAST* ENEMY WE'D SEND YOU AGAINST--

--PRECISELY BECAUSE SHE *DEFEATED* YOU SO BADLY BEFORE.*

WHAT?

*IN *SOLO AVENGERS* #14 -- EVAN SKOLNICK, GUEST FOOTNOTE EDITOR

KRASH

WHAT ARE YOU SAYING?

I'M NOT GOOD ENOUGH TO WORK WITH THE "BIG BOYS," 'CAUSE THAT GREEN-HAIRED WENCH TOOK ME DOWN WITH A LUCKY PUNCH?

NOT AT ALL.

EACH OF MY COLLEAGUES IN THIS INFORMAL ASSOCIATION HAS MET DEFEAT AT THE HANDS OF A SPECIFIC ENEMY, TITANIA.

EVEN I.

FOR DOOM, THE ENEMY I CANNOT SEEM TO BEST HAS ALWAYS BEEN REED RICHARDS OF THE FANTASTIC FOUR--

--A FOE YOU, TOO, FAILED TO OVERCOME, QUITE RECENTLY. *

YEAH? SO WHAT?

*AS A MEMBER OF THE FRIGHTFUL FOUR, IN FANTASTIC FOUR 333.--JIM

SO I SUGGEST AN ALTERNATIVE APPROACH TO YOUR QUEST FOR VENGEANCE AGAINST JENNIFER WALTERS, THE SELF-STYLED SHE-HULK.

ALLOW SOMEONE ELSE TO DESTROY YOUR HATED ENEMY, SOMEONE WHOSE ATTACK WILL BE FRESH, UNSUSPECTED, AND IRRESISTIBLE...

...WHILE, IN RETURN, YOU ASSAULT A LESS-FAMILIAR OPPONENT--AGAINST WHOM YOU WILL BE EQUALLY FRESH, UNSUSPECTED, AND IRRESISTIBLE.

SP-SPIDER-MAN?

Y-YOU WANT ME TO FIGHT SPIDER-MAN?

NO... I... CAN'T...

YES, I'D HEARD THAT YOU HAVE AN IRRATIONAL FEAR OF THAT CURSED ARACHNID.

APPARENTLY, HE DEFEATED YOU QUITE *BADLY* SHORTLY AFTER I GAVE YOU YOUR POWERS, DURING OUR SOJOURN ON THE BEYONDER'S WORLD, SOME MONTHS AGO. *

OR *DID* HE?

D-DIDN'T HE?

*IN SECRET WARS #7. --J.S.

A PUNY COSTUMED *BUG* LIKE THAT?

HOW COULD HE HAVE BEAT YOU--YOU, WHO CAN LIFT *85* TONS TO HIS 10?

HOW, UNLESS--

UNLESS...?

HE *TRICKED* YOU.

ISN'T IT *OBVIOUS*?

YOU WERE NEVER BEATEN -- IT WAS ALL A *TRICK*.

A TRICK!

THAT PUNY COSTUMED *BUG*!

I'LL *KILL* HIM! I'LL SQUEEZE HIM SO HARD, HIS HEAD'LL POP LIKE A *ZIT*!

BUT *HOW*? WHERE CAN I *FIND* HIM?

PROBABLY THROUGH HIS *NEW FRIENDS* AT THE *DAILY BUGLE*...

"UNSUNG HERO?"

THAT PUNY COSTUMED *BUG*?

DAILY BUGLE

SPIDER-MAN: NEW YORK'S GREATEST UNSUNG HERO

I'VE GOT YOUR UNSUNG HERO *RIGHT HERE--!*

AARRRRHH!

PUNY COSTUMED BUG... PUNY COSTUMED BUG... TRICKED ME... POP HIM LIKE A ZIT...

WHY WAIT ANOTHER MOMENT?

DESTROY HIM...

...IF YOU CAN.

WHICH I SINCERELY DOUBT.

ACCORDING TO MY ALLY IN THESE ACTS OF VENGEANCE, THE WIZARD, TITANIA'S FORMER TEAM-LEADER IN THE FRIGHTFUL FOUR--

--TITANIA'S FEAR OF SPIDER-MAN SHOULD HAVE MADE HER AN UNSUITABLE WEAPON AGAINST THE WEB-SLINGER.

BUT DOOM IS A MASTER OF ELECTRONICS--

-- AND THE DEVICE I PLANTED ON HER SHOULDER WHEN I TOUCHED HER MOMENTS AGO CONVERTED HER FEAR INTO MINDLESS RAGE.

STILL, TITANIA'S CHANCES AGAINST SPIDER-MAN ARE PROBLEMATIC AT BEST.

FOR HE IS NO LONGER A MERE SPINNER OF WEBS, AS THE TRAPSTER DISCOVERED TO HIS MORTIFICATION.*

SOMEHOW, SPIDER-MAN HAS CHANGED... GROWN MORE POWERFUL.

MORE EVEN THAN HIS DESTRUCTION, I DESIRE TO UNDERSTAND THE NATURE OF HIS NEW POWERS...

*IN SPECTACULAR SPIDER-MAN #158. --YOU KNOW WHO

"...FOR BY UNDERSTANDING THESE POWERS, PERHAPS I CAN TURN THEM TO MY *ADVANTAGE.*"

DAILY BUGLE

"AFTER ALL, GREATER POWER IS THE ULTIMATE DESTINY OF *DOOM.*"

JONAH JAMESON DOESN'T OWN THE *DAILY BUGLE* ANYMORE...

...I DO...

... AND FROM NOW ON, I WANT OUR PAPER TO REFLECT A DIFFERENT APPROACH TO *REPORTAGE*--

--PARTICULARLY WHEN IT COMES TO OUR COVERAGE OF *SPIDER-MAN.*

YOU ALL SAW THIS MORNING'S HEADLINE, WHICH I PERSONALLY SUGGESTED TO OUR CITY EDITOR, *KATE CUSHING.*

THE OLD NEGATIVE, MEAN-SPIRITED SPIDER-MAN BASHING PROMOTED BY YOUR FORMER PUBLISHER IS *OUT.*

A MORE BALANCED, EVEN-HANDED, POSITIVE FORM OF ADVOCACY JOURNALISM IS *IN.*

DAILY BUGLE

HERO OR MENACE?

DAILY BUGLE

OUR WEBBED HERO

BLAH-BLAH-BLAH. THESE HOTSHOT HONCHOS MAKE ME SICK.

WHOA, MAMA-- NOW THAT'S WHAT I CALL A BABE...

HEY, WATCHIT! THAT'S MY *FOOT*-- HUH?

PARKER! SHOULD'A FIGURED IT'D BE YOU.

SORRY, NICK.

YES, RIGHT. EVERY TIME I TURN AROUND, YOU'RE IN MY FACE.

AND WHAT A LOVELY FACE IT IS.

MR. FIREHEART, THIS IS *OUT-RAGEOUS.* YOU SAY YOU WANT BALANCED JOURNALISM--

--BUT YOUR "POSITIVE ADVOCACY" IS JUST AS *BIASED* AS MR. JAMESON'S ANTI-SPIDER-MAN CAMPAIGN.

REALLY, MS. CUSHING?

PERHAPS YOU HAVE A POINT. LET'S DISCUSS IT IN MY OFFICE.

WE'LL LEAVE THE REST OF YOU TO YOUR *WORK.*

WHAT A SWITCH-- HUH, PETER?

I THINK KATE WILL HAVE ANY MORE LUCK SHIFTING FIREHEART'S BIASES THAN SHE HAD SHIFTING JONAH'S?

SOMEHOW, I DOUBT IT, JOY.

ASK ME, IT'S A *SELLOUT.*

FIREHEART'S GOT NO MORE JOURNALISTIC INTEGRITY THAN A-- THAN A--

THAN A *NICK KATZENBERG.*

OHO, DON'T BE SO QUICK TO *JUDGE* OUR FAVORITE FORMER SUPERMARKET TABLOID SHUTTERBUG, PETE.

WHY ALL THE PHOTOS OF *CYNTHIA BERNHAMMER,* NICK?

UH-- AH-- SHE'S THE BUGLE'S *LEGAL COUNSEL...*

...AND WHAT WITH THE *ROBBIE ROBERTSON* APPEAL GETTING SO MUCH PLAY... I FIGURE WE NEED MORE *PICS* OF THE LADY, THAT'S ALL!

TOUCHY, TOUCHY!

GIMME THAT.

TELL US, NICK-- DOES CYNTHIA -- KNOW SHE HAS A *DON JUAN* IN HER FUTURE?

CUT IT OUT, YOU GUYS. I'M *WARNING* YOU--

SOMEBODY BETTER WARN *CYNTHIA.*

THE SHOCK OF SEEING YOU WITH ROSES AT HER DOOR MIGHT JUST--

HUH? TALK ABOUT *WARNINGS--!*

MY SPIDER-SENSE IS *BUZZING* SO HARD I CAN'T--

SKTOON

OMIGOSH, THAT'S *TITANIA!* SHE USED TO HANG AROUND WITH *THE ABSORBING MAN!*

IT'S BEEN A WHILE SINCE I LAST SAW HER, BUT SIX-FOOT-SIX FEMALES ARE KIND OF HARD TO *FORGET*...

WHERE IS HE?

WHERE IS THAT PUNY COSTUMED *BUG*?

TELL ME WHERE TO *FIND* HIM--

--OR I'LL TAKE THIS PLACE APART SO *QUICK*, YOU'LL FIND YOURSELVES STANDING ON *AIR!*

SHEESH, LADY! FIND *WHO?*

SPIDER-MAN-- WHO DO YOU *THINK?*

WHAT ARE YOU ALL-- *STUPID?*

LISTEN WHEN I'M TALKING TO YOU!

DOESN'T MAKE SENSE! WHAT'S TITANIA *DOING* HERE--

--AND WHY DOES SHE WANT *ME?*

PHOT

SURE, WE'VE *FOUGHT* IN THE PAST--

--BUT SHE'S NEVER BEEN ONE OF MY REAL *ENEMIES*--!

HEY, YOU-- WHERE DO YOU THINK YOU'RE GOING?

NOBODY GETS OUT OF MY SIGHT UNTIL I GET MY HANDS ON THE WEBSLINGER, UNDERSTAND?

KRASH

PHOTO LAB

HE TRICKED ME-- HUMILIATED ME--THAT PUNY COSTUMED BUG--

--BUT IF I CAN'T GET EVEN WITH HIM, I'LL SETTLE FOR TRASHING HIS FRIENDS!

SO WHADDAYA SAY, WHISKERS?

GONNA TELL ME WHERE TO FIND THAT WALL-CRAWLING LOWLIFE?

=aaak=

OR DO YOU WANT ME TO MAKE YOU A NEW HAT OUTTA THIS DESK?

I-DON'T-KNOW-I-DON'T-KNOW I-SWEAR-I-DON'T-KNOW!

=BEEEEP!= WRONG ANSWER!

THIRTY SECONDS EARLIER, INSIDE THOMAS FIREHEART'S PRIVATE OFFICE--

MR. FIREHEART--IT SOUNDS LIKE SOMEONE'S TEARING THE CITY ROOM APART OUT THERE--!

WE HAVE TO--

MS. CUSHING, LOOK OUT!

WHAT? WHERE?

UHHHH!

THUNK

GOOD.

SHE'LL BE STUNNED-- UNCERTAIN WHAT HIT HER--

-- WITH NO SUSPICION HER NEW *EMPLOYER* MIGHT HAVE REASON TO KNOCK HER UNCONSCIOUS.

BUT THEN, SHE HAS NO SUSPICION THAT THOMAS FIREHEART IS MORE THAN A *FINANCIER.*

SHE DOESN'T KNOW THAT I AM THE PRODUCT OF A CENTURIES- LONG *BREEDING PROGRAM* PLANNED BY THE ELDERS OF MY NATIVE AMERICAN TRIBE.

SHE DOES NOT KNOW THAT I AM MORE THAN A MAN...

... I AM *PUMA!*

--AND I WILL *PROTECT* THAT WHICH IS *MINE!*

MOMENTS LATER, IN THE DAILY BUGLE CITY ROOM...

ONE MORE TRY, CHUBS:

WHERE DO I FIND THE WEB-SPINNER?

SPIDER-MAN IS UNDER *MY* PRO-TECTION, WOMAN!

IF YOU WANT HIM, FIRST YOU DEAL WITH *ME.*

HUH? WHO *SAID* THAT?

I DID.

FOR REASONS OF MY OWN, I OWE SPIDER-MAN A DEBT OF *HONOR.*

UNTIL THAT DEBT IS PAID, I CANNOT ALLOW HIM TO COME TO *HARM.*

OH, YEAH? WHERE'D *YOU* COME FROM?

NEVERMIND.

YOU'RE NOT STICKIN' AROUND LONG ENOUGH FOR IT TO *MATTER.*

BWHAM-KRASH

UNNGHH!

HEY, *PUMA*, DIDN'T YOUR MOTHER EVER TELL YOU--

--IT ISN'T SMART TO GO FLYING WITHOUT YOUR *WINGS* ON?

THWIPP

WELL, THAT'S *ONE* WASTED WISECRACK.

I'LL BET THE ONLY THING PUMA CAN HEAR RIGHT NOW IS THE SOUND OF LITTLE *BIRDIES* FLUTTERING AROUND HIS HEAD.

LUCKY FOR HIM I MANAGED TO SLIP OUT A WINDOW IN THE *PHOTO LAB* IN TIME TO PLAY "CATCH THE FALLING CAT-MAN."

LUCKY FOR HIM, UNLUCKY FOR ME.

FIREHEART ALREADY THINKS HE OWES ME A "*DEBT OF HONOR*"--THAT'S WHY HE BOUGHT THE *DAILY BUGLE*.

NOW THAT I'VE SAVED HIS HIDE, I MAY *NEVER* BE DONE WITH THE GUY.

GREAT. *ANOTHER* PROBLEM:

THOSE "POWERS" I PICKED UP HAVE ENHANCED MY *SPIDER-SENSE* SO MUCH IT'S ON PERMANENT *OVERLOAD*.

BUZZING SO LOUD I CAN'T *THINK*!

GOTTA CLAMP DOWN-- *FORCE* MYSELF TO--

OWWW!

HELLO, YOU PUNY COSTUMED BUG.!

HOW DID I KNOW YOU'D SHOW UP EVENTUALLY--

--IF I JUST KEPT STOMPING YOUR FRIENDS?

urk!

LADY, LET ME BE THE FIRST TO TELL YOU:

YOU'VE GOT YOURSELF A REAL ATTITUDE.

AKK!

BUG.! YOU THINK ONE LOUSY KICK IS GONNA GET RID OF ME?

HEY...

...WE ALL MAKE MISTAKES.

NICK! IT'S HORRIBLE-- SPIDER-MAN AND THAT WOMAN--

THEY'RE PLUNGING STRAIGHT FOR THE SIDE-WALK--

UH-HUH.

AND YOU JUST MADE YOUR LAST.!

DAILY BUGLE

QUICK, SOMEBODY--

--GET ME A NIKON.!

ANY WORDS FOR YOUR TOMBSTONE, BUG?

=gaaak=

SHORT AND SWEET.

I LIKE IT.

WHOOM

DID YOU SEE THAT? WHAT HAPPENED? WHAT HIT THE GROUND?

NOT SURE--LOOKED LIKE A COUPLE OF PEOPLE--

PEOPLE?

YOU KIDDING? SCAN THAT CRATER--!

WHAT KIND'A PEOPLE CAN SMASH THROUGH THREE FEET OF ASPHALT ROADWAY--?

BLAMMO

THWANG

I SHOULD BE DEAD!

BY ALL RIGHTS, EVEN WITH MY SPIDER-STRENGTH--

-- THE IMPACT FROM THAT FALL SHOULD HAVE SHATTERED MY SPINE--

--BUT ALL I FEEL IS THAT BLASTED BUZZING IN MY HEAD--

KA-WUMP

--NOT TO MENTION A TOOTHACHE THAT JUST WON'T--

OOOF!

BASH

OUCH!

OUCH?

I FALL OFF A THIRTY-STORY BUILDING--

--I BREAK PAVEMENT--

--I GET PUNCHED INTO A FLAGPOLE AND SWATTED WITH SIDEWALK--

--I FLATTEN THE HOOD OF A CAR--

--AND ALL I SAY IS "OUCH?"

WHAT'S HAPPENED TO ME?

BLAST YOU, BUG! HOW MANY TIMES DO I HAVE TO SMASH YOU?

WHY WON'T YOU DIE?

LADY, BELIEVE IT, OR NOT--

FURNITURE Co.

--I'M ASKING MYSELF THAT SAME QUESTION.

BY THE WAY, WATCH OUT BEHIND YOU.

DON'T TRY TO TRICK ME AGAIN, YOU PUNY COSTUMED BU--

--UH?

I TOLD YOU, WOMAN--

THE WEB-SPINNER IS UNDER MY PROTECTION!

EEK! I'M SO SCARED! TELL ME, FRISKY-FUR...

WHO PROTECTS YOU?!

SWAK

RRIP

" PUMA'S CLAWS RIPPED MY MICRO-SENSOR/CONTROLLER FROM TITANIA'S SHOULDER..."

" HOW UNFORTUNATE.

...AND WITHOUT THAT SENSOR, I HAVE NO DIRECT MEANS TO *CONTROL* TITANIA'S STRUGGLE WITH *SPIDER-MAN!*

WITH THE SENSOR CONTROLLER REMOVED...

...HER EMOTIONS WILL REVERT TO THEIR *NATURAL STATE*...

"...RAGE WILL *DISSIPATE* LIKE A SUMMER SQUALL...

"...AND THE IRRATIONAL *TERROR* BENEATH THE FURY WILL SURGE TO THE SURFACE UNCONTROLLED."

SPIDER-MAN? OH NO, OH NO, OH NO...

I- I MUST BE *CRAZY*-- I CAN'T FIGHT YOU--

RUN THAT BY AGAIN.

IF YOU CAN'T FIGHT ME, WHAT'VE WE BEEN DOING THE LAST TWENTY MINUTES?

...

YOU KNOW, YOU'RE RIGHT.

I MUST'VE BEEN AN *IDIOT* TO BE SCARED OF YOU.

WE'VE BEEN FIGHTING TWENTY MINUTES, AND YOU HAVEN'T BEATEN ME YET.

YOU *CAN'T* BEAT ME!

YOU'RE NOTHING BUT A *BUG*--

ME AN' MY BIG MOUTH.

-- A PUNY COSTUMED BUG!

" HMMM.

" WHAT AN *INTRIGUING* DEVELOPMENT.

" AS I'VE ALWAYS KNOWN, FEAR AND RAGE ARE BUT TWO SIDES OF A PSYCHIC COIN.

WHAM

" WHEN HER RAGE WAS *LIB-ERATED* BY MY SENSOR/ CONTROLLER, TITANIA CONQUERED HER FEAR,,,

",,, AND THOUGH THE FEAR *RETURNED* TO HER, BRIEFLY AFTER THE SENSOR'S LOSS,,,

",,, ULTIMATELY HER ANGER PROVED MORE *POWERFUL* THAN THE FEAR THAT REPLACED IT.

" WHICH RAISES THE *QUESTION* OF COURSE:

" WHEN WILL SPIDER-MAN'S ANGER OVERCOME *HIS* FEAR?

" JUDGING BY HIS RELUCTANCE TO USE THE *POWER* I'M CERTAIN HE NOW COMMANDS--

" -- I CAN ONLY ASSUME HE FEARS THE *CONSEQUENCES* OF WIELDING THAT POWER.

"BUT EVEN A MAN WITH AN OVER-DEVELOPED SENSE OF *RESPONSIBILITY* MUST LOSE HIS TEMPER *SOMETIME*, AND I WONDER WHEN--

LADY--

--GET OFF MY BACK!

BA-DOOM

"AH.

"AT LAST.

"HOW VERY *GRATIFYING.*"

I DON'T BELIEVE I *DID* THAT!

AFTER ALL THE EFFORT I MADE TO KEEP MY NEW POWERS IN CHECK--TO *ROLL* WITH THE PUNCHES, AND JUST WEAR HER DOWN--

--I *LOSE* IT LIKE A KID IN A SCHOOLYARD!

HUH?

SPIDER-SENSE BUZZING AGAIN--BUT THIS TIME IT'S NOT JUST GENERAL *ANXIETY*--

--IT'S TELLING ME THERE'S *DANGER* NEARBY:

I FEEL LIKE I'M BEING *WATCHED!*

HUH? *NOW* WHAT...?

SOME KIND OF *SUPER-VISION*--

--SHOWING ME *NICK KATZENBERG* TAKING PHOTOS FROM THE *BUGLE'S* OFFICE THIRTY STORIES UP!

IS NICK THE DANGER MY ENHANCED *SPIDER-SENSE* IS WARNING ME ABOUT?

LET'S GET *SERIOUS*...

IN A DARKENED ROOM, A MAN IN AN IRON MASK NODS THOUGHTFULLY, CONSIDERING WHAT HE HAS SEEN.

THE MAN'S NAME IS DR. DOOM.

HE IS PREPARING AN *ACT OF VENGEANCE.*

TO BE CONTINUED--- IN *AMAZING SPIDER-MAN #327!*

MARVEL

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(AND MAKES MINCE MEAT OUT OF HIM!)

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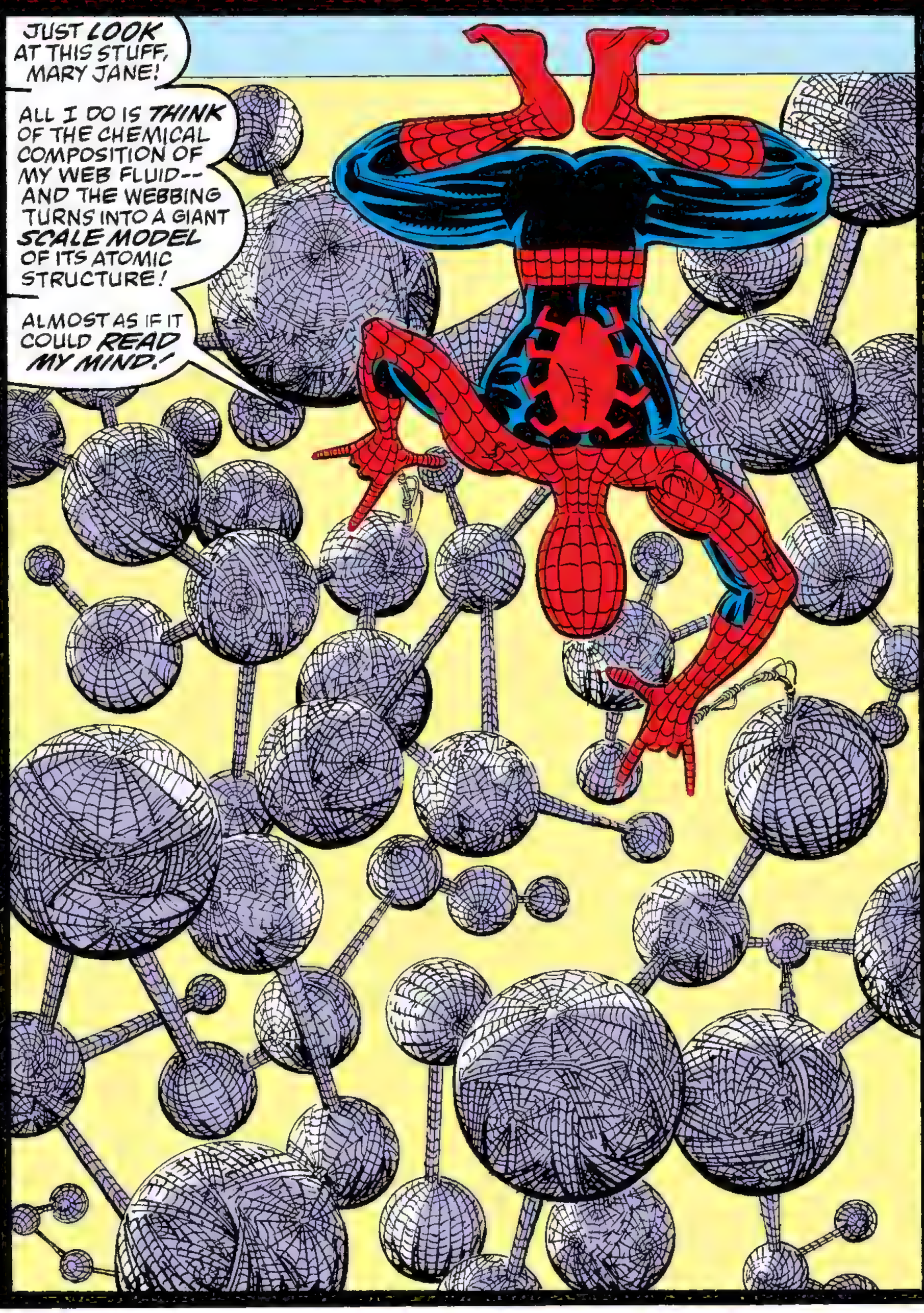

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I KNOW, PETER! THIS IS *CRAZY!* YOUR POWERS HAVE BEEN ALTERED! AUGMENTED!

IT'S LIKE I CAN CHANGE THE MOLECULAR STRUCTURE OF ANYTHING I TOUCH! LOOK:

AS SOON AS I CLIP THE WEBLINES -- *LET GO* OF THEM -- THE WEBBING RETURNS TO *NORMAL!*

AND THAT'S NOT THE *HALF* OF IT!

IN THE PAST FEW DAYS, I'VE BEEN ATTACKED BY LOONIES I'VE EITHER NEVER MET, OR HAVEN'T SEEN IN YEARS! AND FOR NO APPARENT *REASON!*

GRAVITON, TRAPSTER, TITANIA... AND I DON'T EVEN KNOW IF THE ATTACKS AND MY NEW ABILITIES ARE *RELATED!*

I DO KNOW THAT WITH GREAT POWER COMES GREAT *RESPONSIBILITY.* BUT WHAT DOES ALMOST *GOD-LIKE* POWER BRING? I MEAN...

...WHAT IF I ACCIDENTLY *KILLED* SOMEONE?

THAT KIND OF TALK IS GOING TO *STOP*, MISTER!

RIGHT NOW!

AND WE HAVEN'T THE SLIGHTEST IDEA *HOW!* *

* BUT *YOU* DO -- IF YOU READ *SPECTACULAR SPIDER-MAN #158!* -- J.S.

EVERYTHING *DOES* HAPPEN FOR A REASON! FIGURE OUT WHAT THAT REASON IS, AND YOU'LL HAVE YOUR *ANSWERS!*

WELL, MAYBE YOU'RE RIGHT...

OF COURSE I AM! NOW GIVE ME A HUG AND GO CHANGE -- WE PROMISED *FLASH THOMPSON* WE'D WATCH HIM TRAIN AT THE GYM. MEAN-WHILE --

--I'D BETTER GET THE *BROOM* READY. IF YOUR WEBBING IS STILL NORMAL, IT'LL BE *GOO* IN AN HOUR!

SOMETIMES YOU SUPER-GUYS LEAVE SUCH A *MESS...!*

HARD TO BELIEVE THERE WAS A TIME I *WASN'T* MARRIED TO MARY JANE. HOW DID I GET BY WITHOUT HER STRENGTH?

STILL, I SURE WISH I KNEW WHAT--

--THE DEVIL IS GOING ON?!

BUGLE

Wednesday, October 4, 1989

BER-MAN GETS DEADLY POWERS

WEB-HEAD WASTES WILD WOMAN

PHOTO: NICK KATZENBU

ELSEWHERE IN MANHATTAN; WHERE THREE OF THE MOST POWERFUL MEN ON THIS PLANET--

--LISTEN TO A FOURTH: THE WIZARD!

GRAVITON BESTED SPIDER-MAN HANDILY! BUT WHEN WE SENT TITANIA AND TRAPSTER TO FINISH THE JOB, THEY WERE *ROUTED!*

AS NEW YORK'S *KING-PIN*, I KNOW THE WEB-SLINGER BETTER THAN ANY OF US! HE'S *NEVER* BEEN THIS FORMIDABLE!

IF OUR *ACTS OF VENGEANCE* ARE TO BE SUCCESSFUL, OUR TARGETS MUST BE DESTROYED UTTERLY! BUT WHO CAN WE SEND THAT WOULD BE *POWERFUL* ENOUGH TO--

I'LL GO.

YOU, *MAGNETO*? BUT ISN'T YOUR BECOMING *DIRECTLY* INVOLVED RATHER...

...*UNUSUAL*?

THESE ARE UNUSUAL CIRCUM-STANCES, *DR. DOOM.*

AND I HAVE... *PERSONAL* INTERESTS.

AS DO *I*, MUTANT! AND IF *YOURS* CONFLICT WITH MY OWN--

--PERHAPS THEY MAY NECESSITATE *MY* DIRECT INVOLVEMENT!

AND, SPEAKING OF DIRECT...!

CHUNT

TUF WEAR

OOOO! THAT WAS *SUPER*, FLASH!

EVERLAST

BUCBLAST

PUEBLAN

WUMP

YOU OKAY, BUDDY?

YEAH. BUT NEXT TIME, SPAR WITH *TYSON*, WILL YA?

GREAT JOB, FLASH! YOU JUST MIGHT HAVE A *CHANCE* IN THIS BOXING GAME!

"CHANCE?"

WITH MY KILLER RIGHT CROSS AND A GAL LIKE *BLAZE* AT MY SIDE, I'M *SET*!

BUT DON'T YOU WORRY ABOUT GETTING HURT? OR...

...HURTING SOMEONE *ELSE*?

OH, PETER...!

WE ALL KNOW THE RISKS WHEN WE STEP INTO THE RING, PETE.

WORRYIN' ABOUT THE *OTHER* GUY'S JUST GOING TO GET YOUR *OWN* BELL RUNG!

HOW 'BOUT WE RING A FEW BELLS *OURSELVES*, BIG GUY?

LATER, BLAZE, GOTTA SHOWER FIRST.

THANKS FOR COMIN' DOWN, GUYS! I'LL CALL YA TOMORROW!

ME AN' BLAZE GOT A *MATINEE* TO CATCH!

SO, CUTIE, WHAT'S *YOUR* NAME?

AND WHAT ARE YOU DOING *AFTER* THE MATINEE?

BOXING

COMING HOME WITH *ME*, CUPCAKE! ANY OBJECTIONS?

YEEESH! CHILL *OUT*, LADY!

DON'T WORRY, I'M SAFE.

SHE'S ALREADY COMING ON TO FLASH'S *SPARRING PARTNER!*

POOR FLASH. LOOKS LIKE HE HASN'T FOUND "MS. RIGHT" *YET!*

BOXING

READ LEGION

SEE YOU AFTER CLASS, HON!

SURE HOPE PETER CAN LOSE HIS TROUBLES IN HIS LAB WORK. HE'S GOT SO *MUCH* TO WORRY ABOUT!

AND HE'S GOING TO HAVE MORE!

MY ALLIANCE WITH THE OTHERS IS A MATTER OF CONVENIENCE, A SUBTLE PREPARATION--

--FOR THE INEVITABLE *WAR* THAT DRAWS CLOSER EVERY DAY!

THE FINAL BATTLE BETWEEN HUMAN-KIND AND *MUTANT-KIND*, FROM WHICH ONLY *ONE* SHALL EMERGE VICTORIOUS!

AND SPIDER-MAN MAY BE AN UNWITTING *KEY* TO THAT OUTCOME--

--IF, AS I SUSPECT, HIS NEW POWERS ARE THE RESULT OF *MUTANT* TRAITS MANI-FESTING THEM-SELVES LATE IN LIFE!

EVEN AS DID MY *OWN!*-

IF SPIDER-MAN WERE TO JOIN OUR CAUSE, HIS POWER COULD TIP THE BALANCE, AND ASSURE TRIUMPH FOR--

HEY, MAN, HALLOWEEN AIN'T FOR *TWO WEEKS* YET!

HA-HA-HA!

AAGGHHH!

A TYPICAL URBAN BORE.

ONE EASILY DISPOSED OF--

--BY THE MASTER OF *MAGNETIC FORCE!*

H-HEAD-PHONES SQUEEZED TOGETHER! L-LIKE A *VISE!*

LOUSY MAIL-ORDER PIECE OF JUNK! I'M GONNA *SUE!*

BUT HOW TO *CONFRONT* SPIDER-MAN?

IF I CREATE A DISTURBANCE, MEDDLERS LIKE THE *AVENGERS* AND *FANTASTIC FOUR* MIGHT INTERFERE.

}--IMPORTANT MESSAGES.{

THIS *HOUSEWIFE* GIG'S FOR TH' BIRDS! }YAWN{ I NEVER SHOULD'VE LEFT THE--

--BAND?

ER, M-MAYBE BEIN' A HOMEBODY AIN'T SO BAD! TH-THINK I'LL GO HOME *RIGHT NOW!*

PATIENCE SEEMS THE PRUDENT COURSE.

IF I SIT, AND WAIT, AND THINK, PERHAPS THE SOLUTION WILL COME TO *ME.*

}-- BACK TO "SECRET HOSPITAL!"{

EMPIRE STATE UNI-VERSITY.

A PRIVATE PHYSICS LAB.

MY NEW POWERS FIRST MANIFESTED THEMSELVES AFTER I ASSISTED *DR. LUBISCH* IN SOME RADICAL ENERGY EXPER-IMENTS! *

I THOUGHT MAYBE HIS MALFUNCTIONING MACHINES MIGHT HAVE BEEN THE CAUSE OF MY ALTERED ABILITIES!

* IN *SPECTACULAR SPIDER-MAN* #158.-- J.S.

BUT I'VE CHECKED THE EQUIPMENT OUT, AND WHILE IT'S CAPABLE OF *MANIPULATING* ENERGY FIELDS, I CAN'T SEE HOW IT COULD PROJECT OR INSTILL THAT ENERGY INTO A *HUMAN BEING!*

WHICH LEAVES ME NO BETTER OFF THAN-- SOMEONE COMING!

SNOOPING, MR. PARKER?

DR. LUBISCH! UH, NO, SIR! I-I JUST WONDERED IF YOU NEEDED ANY *HELP!*

MATA HARI USED THE SAME LINE! YOUR ASSISTANCE IS NO LONGER REQUIRED, MR. PARKER.

GOOD DAY!

WELP, NOTHING THERE, BUT MAYBE I CAN LEARN SOMETHING BY *TESTING* MY NEW POWERS!

AND, TO THAT END--

--AT AN AUTOMOBILE WRECKING YARD ON THE BROOKLYN WATERFRONT...

MAN, THINGS ARE GETTIN' TIGHT! GOTTA ASK THE BOSS FOR A *RAISE* BEFORE--

--HUH?!

HI!

MIND IF I HELP YOU SMASH SOME TRASH?

=GULP= N-N-NOT AT ALL!

THANKS!

ONE OF MY NEW "TALENTS" IS SHOOTING *ENERGY BOLTS!*

BUT I DIDN'T WANT TO UNLEASH THEM ON ANYTHING *WORTHWHILE!*

SO, SINCE *JONATHON CAESAR* ISN'T AROUND--

--I FIGURE THESE *CAR CORPSES* MIGHT SUFFICE!

SHOT!

NOW, LET'S SEE WHAT I CAN *REALLY* DO...!

WOW.

I'M *IMPRESSED.*

AND YOU'RE NOT THE ONLY ONE!

HELLO? CHANNEL FIVE? DO YOU STILL PAY CASH--

--FOR *HOT NEWS TIPS?*

WHILE ON THE SUBJECT OF "HOT"...

IT DOESN'T MATTER THAT I'M MARRIED. I *WANT* YOU, DOCTOR.

I WANT YOU *NOW.*

REALLY, MS. SHANE--!

PLEASE...

...CALL ME *SYBIL.*

THAT IS, THE NEXT TIME YOU CAN CATCH YOUR *BREATH!*

AAAAAND *CUT!*

GREAT RUN-THROUGH, PEOPLE! NEXT ONE'S A TAKE!

MAKE-UP!

THIS IS SURE DIFFERENT FROM POSING AS A *MODEL!*

I HAVEN'T KISSED ANOTHER MAN SINCE I MARRIED PETER!

NOT THAT IT'S AN *UNPLEASANT* WAY TO MAKE A LIVING, BUT--

--WELL, I DON'T THINK PETER WILL FEEL THREATENED. HE'S STRONG.

I WONDER JUST HOW STRONG I AM!

WHOA!

THIS BARGE IS FULLY LOADED! WEIGHS A ZILLION TONS! AND I'M LIFTING IT LIKE IT WAS A PLASTIC *TUB TOY*! I--

--HUH? BEING PULLED OUT OF MY HANDS?! WHAT--

MAGNETO!

IT DIDN'T TAKE ME AS LONG TO FIND YOU AS I THOUGHT IT MIGHT, WEB-SLINGER! THERE ARE ADVANTAGES TO YOUR BEING SUCH A *PUBLIC* FIGURE!

WHAT DOES HE -- OH. NEWS HOUNDS!

MY "PRIVATE" TESTS ARE BEING BROADCAST FROM HERE TO HOBOKEN!

YIGE!

RUMOR'S RIGHT!

DON'T KNOW MUCH ABOUT MAGNETO--

HE'S CAUSING METAL DEBRIS TO FLY AT ME, LIKE AIRBORNE *RAZORS!*

BUT WHAT HAVE I EVER DONE TO *HIM?!*

-- BUT RUMOR HAS IT THAT HE'S REVERTED TO HIS *BAD-GUY* MODE!

CHAK CHAK CHAK CHAK CHAK

MAYBE I SHOULD WORRY ABOUT THAT *AFTER* I'VE TAKEN CARE OF THIS METAL HAILSTORM!

THOSE ZAP POWERS DO COME IN HANDY. NOW AND THE-- =OOMF!=

MAGNETIC FORCE-FIELD PROTECTED ME. EVEN SO--

-- I ACTUALLY *FELT* SPIDER-MAN'S IMPACT! HIS STRENGTH IS ASTOUNDING!

AND MY *HOPES* ARE DIMMING!

PERHAPS *THIS*...!

SPIDER-SENSE! R-R-RINGING MY BRAIN BLOODY!

WHAT THE--

=whew!= MAGNETIC LOADING CRANE!

MISSED ME BY A HAI--

--RRRRRNK! MAGNETO USING HIS OWN POWER... TO BOOST THE MAGNETIC ATTRACTION!

M-MUST BE PULLING AT THE METALLIC SALTS IN MY BODY!

I-IF I CAN'T PUSH AWAY SOON... =ung= ... I'M GONNA SHATTER LIKE--

--GLASS!

CHREEEESS

THE MAGNET... TH-THE WHOLE CRANE... TURNED TO GLASS! I MUST HAVE UNCONSCIOUSLY WILLED THE MOLECULAR CHANGE!

DON'T KNOW WHETHER TO BE RELIEVED... OR SCARED SPITLESS!

ARRRRGH!

J-JUDGING FROM THE WAY MY SPIDER-SENSE IS SCREAMING, M-MY BET'S ON *SCARED*!

YEP!

FARAWAY!

=Shoosh!= I KNOW *MAGNETO'S* CONTROLLING THOSE THINGS--

-- BUT I STILL CAN'T SHAKE THE FEELING I'VE STEPPED ONTO THE SET OF "*CHRISTINE II*"!

THWIP

SPAK

AT LEAST THAT "SPOOK" WON'T HURT ANYONE--

--OUT IN THE MIDDLE OF THE BAY!

NOW.

YOU!

I'M SICK OF BEING ATTACKED FOR NO REASON AT ALL!

I'M GOING TO FIND OUT WHAT THE BLAZES IS GOING ON!

AND YOU'RE GOING TO TELL ME!

AJAX MOVING CO.

KHA-

IZ-NG

WAIT A MINUTE!

MY ENHANCED HEARING! PICKING UP--

--SCREAMS FOR HELP!

"IF I CAN STAY AWAY FROM MAGNETO LONG ENOUGH, MY SPIFFY NEW *TELESCOPIC VISION* SHOULD BE ABLE TO CHECK OUT--

"--OH, LORD! I WAS WRONG! THAT CAR *DID* HURT SOMEONE OUT IN THE MIDDLE OF THE BAY!

"IT HIT A *CRUISE SHIP!*"

BOAT'S SINKING! PEOPLE WILL *DIE!*

BECAUSE OF THE WAY I USED MY *POWERS!*

AND THERE'S NOT A BLASTED THING I CAN DO! WEB-LINES WON'T *REACH* THAT FAR! IF ONLY I COULD--

--FLY?!

AW, GEEZ.!

WON'T THIS *EVER* END?

IT IS TIME FOR THIS TO END.

MUTATION ALMOST ALWAYS TAKES THE FORM OF A *SINGLE* CHANGE. EVEN MY OWN MYRIAD ABILITIES SPRING FROM A SOLITARY SOURCE-- THE CONTROL OF *MAGNETISM!*

BUT SPIDER-MAN'S STRENGTH, ENERGY BURSTS, MOLECULAR ALTERATION--!

AND NOW *FLIGHT?* NO, HIS POWERS ARE TOO DIVERSE.

HE IS NOT THE *MUTANT* I'D HOPED TO FIND.

BUT THERE MAY BE A WAY TO UTILIZE SPIDER-MAN'S NEW CAPABILITIES TO MORE *POSITIVE* ENDS!*

* AS WE'LL SEE NEXT ISSUE! -- J.S.

DON'T KNOW HOW PEOPLE LIKE *IRON MAN* AND THE *HUMAN TORCH* DO THIS ALL THE TIME! I MEAN, FLYING WITHOUT *WEB-LINES?!*

I- I THINK I'M =gulp= GETTING AIRSICK!

G-GOTTA KEEP IT TOGETHER, THOUGH!

HE DID IT!

SPIDER-MAN SAVED US!

YET, BUT YOU'RE FORGETTIN' HE'S THE ONE ALMOST GOT US KILLED!

SOME LOVE ME.

SOME HATE ME.

I DON'T CARE.

DON'T EVEN CARE WHY MAGNETO TOOK A HIKE!

A-AT LEAST UNTIL I CAN GET THESE PEOPLE TO SAFETY!

GOT TO GET HOME--

--THE NORMAL WAY--

--AND TRY TO MAKE SOME SENSE OF ALL THIS!

THWIPP

LATER THAT AFTER-NOON.

THE PARKERS' SOHO LOFT...

COME ON, HON, BUCK UP. FROM WHAT YOU TOLD ME, YOU ULTIMATE-LY USED YOUR NEW POWERS TO *SAVE LIVES.*

IT'S HOW IT'S *USED*--AND *WHO* USES IT.

I KNOW, I GUESS. BUT I'M HUMAN, MJ. I MAKE MISTAKES.

SURE, I SAVED LIVES *THIS* TIME. BUT WHAT ABOUT...

SPARE COSTUME.

DON'T EVEN FEEL LIKE PUTTING IT ON.

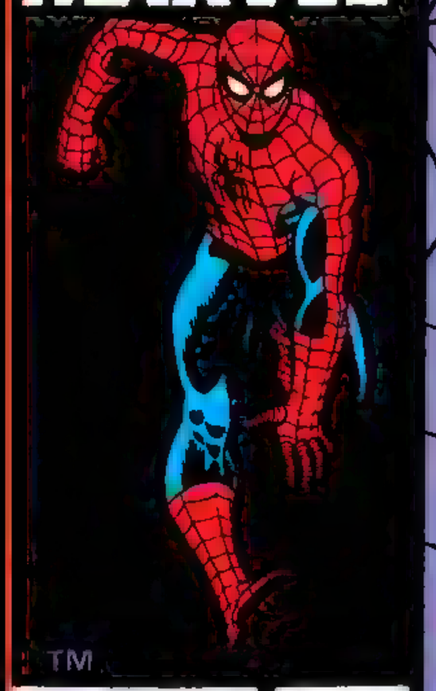
AND IT'S NOT THE POWER ITSELF THAT'S IMPORTANT, ANYWAY.

...NEXT TIME?

NEXT TIME: A Visitor from VEGAS

AN' IT AIN'T *AVON* CALLIN'!

MARVEL



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THE NON-MUTANT COSMIC SUPER HERO!™

the SPECTACULAR SPIDER-MAN™

ACTS of VENGEANCE!™

LOOK!! NOTHING CAN STOP HIM NOW! HE CAN FLY!!

MORE POWERFUL!
MORE DANGEROUS!
MORE UNCONTROLLABLE
THAN EVER BEFORE!
HERE COMES THE
COSMIC SPIDEY!

Sal Buscema

BUT WILL ALL THAT POWER MAKE A DIFFERENCE AGAINST THE MAGICAL MIGHT OF THE BROTHERS GRIMM™?!

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

THIS IS THE CITY, LOS ANGELES, CALIFORNIA.

THIS IS THE JAIL, LOS ANGELES COUNTY JAIL.

LOS ANG COUNTY JAI

THESE ARE THE MEN, REAL ESTATE AGENTS PERCY AND BARTON GRIMES.

THOUGH THERE ARE SOME WHO SAY REAL ESTATE PRICES IN LOS ANGELES ARE A CRIME --

-- PERCY AND BARTON GRIMES ARE NOT IN PRISON FOR OVER-PRICING HOUSES IN A SELLER'S MARKET.

NOT QUITE.

RRUMBLE

AW, NO-- NOT ANOTHER EARTHQUAKE.

I JUST FINISHED RE-SURFACING MY PATIO AFTER THE LAST ONE--!

UH, BERNIE-- I COULD BE WRONG--

"--BUT I DON'T THINK THIS IS A QUAKE.

RRRUMBLE

" ACTUALLY, BERN, IT FEELS LIKE SOMETHING'S RIPPING THE ROOF OFF-- "

SHEESH! I DIDN'T MEAN LITERALLY!

KROOM

NO, PERCY AND BARTON GRIMES ARE NOT IN LOCK-UP FOR THEIR DEEDS IN THE DEED BUSINESS.

VILE THOUGH THEIR ECONOMIC CRIMES MAY BE, PERCY AND BARTON GRIMES ARE FELONS FOR QUITE ANOTHER REASON...

...AND IT IS THIS REASON WHICH HAS BROUGHT THIS MAN TO L.A.

GREETINGS!

WHAT'S GOING ON? HOW'D WE GET UP HERE?

YEAH! AND WHO THE HECK ARE YOU? WHAT DO YOU WANT?

SO MANY QUESTIONS, SO LITTLE TIME.

TO ANSWER IN ORDER:

THIS IS A JAILBREAK--

--I RAISED YOUR CELL USING A SET OF ANTI-GRAVITY DISKS.'

--YOU MAY CALL ME THE WIZARD--

-- AND I WISH TO OFFER AN EXCHANGE.

OUR COSTUMES! WHERE'D YOU GET 'EM?

FROM THE PROPERTY WARE-HOUSE.'

NOW, LISTEN. A GROUP OF LIKE-MINDED MEN HAVE JOINED TO COMMIT ACTS OF VENGEANCE AGAINST EACH OTHER'S ENEMIES.

WE DESTROY YOUR ENEMY, IRON MAN--

AND IN RETURN, THE BROTHERS GRIMM DESTROY ONE OF YOURS, EH?

FAIR DEAL. WHO DO WE KILL?

WE WERE THINKING... SPIDER-MAN.

TWENTY-FOUR HOURS LATER, 3,000 MILES AWAY...

WELL, ONE GOOD POINT ABOUT THE LAST COUPLE OF DAYS, SINCE THAT ACCIDENT IN THE EMPIRE UNIVERSITY PHYSICS LAB ZAPPED ME WITH A LOAD OF NEW POWER...

MY LIFE CERTAINLY HAS GOTTEN INTERESTING.

"THESE SHATTERED SENSES"

OR "A TALE OF THE ~ Brothers Grimm"

GERRY CONWAY ★ SCRIPT
GAL BUSCEMA ★ BREAKDOWNS
MIKE ESPOSITO ★ FINISHES
RICK PARKER ★ LETTERING
BOB SHAREN ★ COLORS
JIM SALICRUP ★ EDITOR
TOM DeFALCO EDITOR IN CHIEF

I BEAT THE TRAPSTER, TITANIA AND MAGNETO, USING AN INNER ENERGY I DON'T UNDERSTAND-- --MY SPIDER-SENSES HAVE INCREASED ALMOST TO THE PAIN THRESHHOLD--

--AND, AS USUAL, I'M SO WORRIED ABOUT DOING WHAT'S RIGHT, I CAN'T--

SKQUAWK

HI, BIRD.

BIRD?

WHERE AM I?

OHMIGOSH...

HOW DID I GET UP HEEEEEEEERREE

THWIPP

FFTTT

SWOOSH

PTHUNK

OWW!

THIS IS *REALLY* GETTING OUT OF HAND.

EVERY TIME I BLINK, I'M USING SOME *EXTRA POWER* I DIDN'T KNOW I HAD.

NOW IT'S *FLYING*-- BUT WHAT'S NEXT?

HOW POWERFUL *AM* I, AND WHEN WILL I--

=YAAAH!=

SPIDER-SENSE *ROARING*-- SO *PAINFUL*--

--WARNING ME--

A *SPY* CAMERA?

HMM.

THIS IS THE *SECOND* TIME I FELT MYSELF BEING WATCHED IN THE LAST COUPLE OF DAYS. *

SOMEBODY ELSE MUST BE AS *CURIOUS* ABOUT THE NEW MODEL WEB-SLINGER AS I AM.

WHO--?

*FIRST WAS IN WEB OF SPIDER-MAN #59. --JIM

TERRIFIC.

MY WEBLINE BARELY *GRAZED* IT--

--AND THE GADGET *BLEW UP!*

WHOEVER MADE THAT DEVICE DIDN'T WANT IT *EXAMINED.*

"SO I GUESS, FOR NOW, MY WATCHER'S *IDENTITY* WILL JUST HAVE TO REMAIN ONE OF LIFE'S LITTLE *MYSTERIES*..."

UNFORTUNATE.

KLIK

I HOPED TO PROBE SPIDER-MAN'S UNUSUAL NEW ABILITIES FROM *AFAR*--

--TO LEARN THEIR *EXTENT* AND THEIR *GENESIS.*

MY ALLIES IN THESE *ACTS OF VENGEANCE* SEE THE WEB-SPINNER ONLY AS AN ENEMY TO BE *ANNIHILATED.*

WHAT *I* SEE IS A RESOURCE OF UNKNOWN AND INEXPLICABLE *POTENTIAL.*

SOMEHOW, I MUST SUBVERT THAT RESOURCE TO THE SERVICE OF *DR. DOOM.*

≥BEEP≤ *THE WIZARD* REPORTING ON CHANNEL 3.

SPEAK.

GREETINGS, DOCTOR.

AS ARRANGED, I MADE CONTACT WITH *THE BROTHERS GRIMM* IN LOS ANGELES.

THEY'VE AGREED TO JOIN OUR ALLIANCE.

THE WEB-SLINGER WON'T KNOW WHAT HIT HIM.

WITH OUR MAGIC-BASED TALENTS, WE'LL TAKE HIM *COMPLETELY* BY SURPRISE.

OF COURSE YOU WILL.

MAY I SUGGEST A *STRATEGY?*

"COMPUTER ANALYSIS OF SPIDER-MAN'S EXPLOITS IN MANHATTAN INDICATE A CONCENTRATION OF ACTIVITY IN THE LOWER *MIDTOWN* AREA.

"TAKE ACTION THERE, AND IF YOU DON'T FIND *HIM*... "

... THE ODDS ARE EXCELLENT HE'LL FIND *YOU.*

AND WHEN HE DOES...

...DOOM WILL BE WATCHING.

INTERLUDE:

WASHINGTON, D.C.

WHAT ARE THE CHANCES YOU CAN PERSUADE THE PRESIDENT TO *PARDON* JOE ROBERTSON, MR. McPHEE?

I'M A WHITE-HOUSE ADVISOR, MS. BERNHAMMER--

--NOT AN ORACLE.

BEFORE HIS ESCAPE FROM LEWISBURG PENITENTIARY, I WOULD HAVE SAID THE ODDS WERE *EXCELLENT.*

BUT ROBBIE WAS *FORCED* TO ESCAPE BY THAT MADMAN, *TOMBSTONE.*

TOMBSTONE. YES.

THE KILLER WHO BEAT MY *BROTHER* TO DEATH AT LEWISBURG.

AS YOU SAY, THERE ARE *EXTENUATING* CIRCUMSTANCES.

ROBERTSON'S HISTORY AS A MODEL CITIZEN, HIS CAREER AS A JOURNALIST FOR *THE DAILY BUGLE*...

MY CLIENT IS A GOOD MAN WHO MADE ONE *TERRIBLE* MISTAKE.

WE ALL MAKE MISTAKES.

I MADE A MISTAKE YEARS AGO WITH MY *BROTHER.*

BRUISER'S MONEY PAID FOR MY *EDUCATION.* HE LOVED ME...

...BUT WHEN I DISCOVERED HIS MONEY CAME FROM CRIME--

--I *ABANDONED* HIM.

AT LEWISBURG, YOUR CLIENT *BEFRIENDED* MY BROTHER-- AND WAS WITH HIM WHEN HE DIED.

I OWE MY BROTHER A DEBT I CAN NEVER DIS-CHARGE.

PERHAPS, BY HELPING JOE ROBERTSON...

...I CAN MAKE PARTIAL *RE-PAYMENT*--

--FOR THE BROTHER'S LOVE I RENOUNCED.

STUART McPHEE IS AN *ADMIRABLE* MAN:

HONEST, SELF-AWARE, CONSIDERATE, AND RESPECTABLE.

ALL QUALITIES I ALWAYS BELIEVED WERE MY *ROMANTIC IDEAL.*

SO WHY IS IT, CYNTHIA, THAT MEN LIKE STUART McPHEE LEAVE YOU *COLD*..

--AND LOWLIFE WORMS SUCH AS NICK KATZENBERG SET YOUR HEART *TWITTERING* LIKE A SCHOOLGIRL'S?

=SIGH!= MAYBE IT'S THE *DIMPLE*...

V-N-ME BABE --NICKIE

END OF INTER-LUDE.

EMPIRE STATE UNIVERSITY. NEW YORK, NEW YORK.

LOOKS LIKE THE *CAMPUS* IS GETTING BACK TO NORMAL.

CON EDISON CREWS HAVE MOSTLY CLEARED THE *POWERLINES* SHATTERED BY PROFESSOR LUBISCH'S EXPERIMENT.

I WISH MY OWN LIFE WERE AS EASY TO FIX--

=OWWW!= THERE GOES MY *SPIDER-SENSE* AGAIN!

ALONG WITH EVERYTHING ELSE, MY SPIDER-SENSE HAS BECOME *SO RESPONSIVE* IT REACTS TO ALMOST *ANYTHING.*

WHAT SET IT OFF *THIS* TIME--?

HIM?

"JONAH JAMESON?

"WHAT BRINGS THE DAILY BUGLE'S EX-PUBLISHER AND LONG-TIME SPIDEY-BASHER TO THE E.S.U. CAMPUS?"

ONE LIKELY EXPLANATION-- HE'S HERE TO SEE PETER PARKER.

THE QUESTION IS... WHY?

MOMENTS LATER, AFTER SWITCHING TO CIVILIAN CLOTHES STASHED ON THE PHYSICS LAB ROOF FOR JUST SUCH A SITUATION...

SOMETHING TELLS ME I'M GOING TO HATE MYSELF FOR THIS.

HELLO, JONAH-- LOOKING FOR ME?

WELL, IF IT ISN'T MY FAVORITE FREE-LANCE NEWS PHOTOGRAPHER.

IMAGINE MEETING YOU HERE, MY BOY. WHAT A SURPRISE.

THIS IS MY SCHOOL, JONAH.

I'M TAKING CLASSES FOR MY GRADUATE SCIENCE DEGREE-- REMEMBER?

OF COURSE YOU ARE.

AND I'M PROUD OF YOU, PETER.

WE'RE ALL PROUD OF YOU AT THE PAPER-- :Ahem:-- I MEAN, WE WERE--

-- AND THEY STILL ARE-- AT THE BUGLE, OF COURSE.

I NEVER THOUGHT I'D SEE IT:

JONAH JAMESON, THE HARDEST BOSS IN THE NEWS-PAPER BUSINESS... FLUSTERED AND EMBARRASSED.

LOSING THE BUGLE TO THOMAS FIREHEART MUST'VE HURT HIM MORE THAN I THOUGHT.

GOOD TO SEE YOU, MY BOY.

CIGAR?

NO THANKS, JONAH. I DON'T SMOKE.

FILTHY HABIT. NEVER SHOULD HAVE *STARTED*, MYSELF.

HARD TO *CHANGE HABITS* WHEN YOU'RE MY AGE, PARKER.

YES, HARD TO CHANGE...

JONAH... WHY ARE YOU HERE?

PETER, AFTER MY FAMILY, THE *DAILY BUGLE* WAS THE *CORE* OF MY LIFE.

WHEN THOMAS FIREHEART *STOLE* THE BUGLE FROM ME IN A STOCK MANIPULATION--

-- HE STOLE MY LIFE.

I WANT IT BACK.

AND, BY GOD, I'M GOING TO *GET* IT BACK!

I'M GOING TO PRODUCE A *NEW* PHOTO JOURNALISM MAGAZINE-- AND SPIT IT BACK IN FIREHEART'S FACE! IT'LL BE *WAR!*

JOIN UP, PARKER, AND YOU CAN WRITE YOUR OWN *TICKET*--

-- AT A *REDUCED* SALARY THE FIRST YEAR, OF COURSE.

WARS COST MONEY, MY BOY.

ECONOMY IN THE TRENCHES!

WELL?

WITH ME? CHOOSE YOUR SIDE!

LOYALIST OR TRAITOR!

JONAH, I DON'T KNOW WHAT TO--

≥ *OWWW!* ≤

PARKER? ARE YOU ALL RIGHT?

C-CAN'T TALK JUST NOW, JONAH. MY HEAD'S *SPLITTING*.

I'LL CALL YOU... I PROMISE...

... REAL SOON...

ANOTHER FAST CHANGE, AND MORE MOMENTS LATER...

I WASN'T EXAGGERATING WHEN I TOLD JONAH MY HEAD WAS SPLITTING.

MY SPIDER-SENSE IS SHRIEKING SO LOUD--

-- I FEEL AS IF IT'S PIERCING MY SKULL WITH A LASER!

BEFORE PROFESSOR LUBISCH'S HAYWIRE EXPERIMENT, MY SPIDER-SENSE ONLY WARNED ME OF PERSONAL DANGER.

NOW, IT SETS OFF ALARMS AT THE SLIGHTEST PROVOCATION, AND I CAN'T KEEP FROM RESPONDING:

MICE CRAWLING IN MY BEDROOM WALL--PIGEONS FLUTTERING PAST A BATHROOM WINDOW:

LAST NIGHT I SCARED MARY JANE HALF TO DEATH WHEN I WENT CRASHING OUT OF BED TO AVOID A MOTH.

I'VE GOT TO GET CONTROL OF MYSELF.

WHEN THESE SHATTERED SENSES START AFFECTING MY MARRIAGE, THAT'S WHERE I--

HUH? IS THAT WHAT TINGLED MY SPIDER-SENSE?

SOMETHING HAPPENING TO MADISON SQUARE GARDEN--?

RRRUMBLE

RRRIPPO

YOU'VE GOTTA BE KIDDING!

DON'T TELL ME GRAVITON IS BACK!

I HAD ENOUGH TROUBLE WITH THAT GUY WHEN HE RAISED THE DAILY BUGLE BUILDING!*

WAITA SECOND--!

*IN AMAZING SPIDER-MAN #326. -- JIM

"ANTI-GRAVITY PODS ATTACHED TO ARENA'S OUTER WALLS--!

" I'VE SEEN PODS LIKE THAT BEFORE! THEY BELONG TO THE WIZARD, TRAPSTER'S OLD BOSS!*"

*SPIDEY BATTLED THE WIZARD IN AMAZING SPIDER-MAN #213. --JIM

SO THIS ISN'T GRAVITON WORK, AFTER ALL.

BIG DIFFERENCE THAT MAKES TO THOSE PEOPLE.

TIME ENOUGH TO WORRY ABOUT THE WIZARD'S REASON FOR RAISING MADISON SQUARE GARDEN AFTER I SAVE SOME LIVES.

HERE'S WHERE MY NEW POWERS REALLY COME IN HANDY...

=YAAAA=

PTOOF

=UMMPHH!=

BY JUST *WILLING* IT, I CAN TURN MY WEBLINE INTO ANY-THING I WANT--

-- FROM A FIST TO A *CATCHER'S MITT.*

IF ONLY MY NEW *SPIDER-SENSES* WERE AS EASY TO HANDLE, I'D--

OWWWW!

DANGER COMING UP FAST BEHIND ME!

WIZARD MAKING HIS MOVE--?

Eh?

WHO THE HECK ARE *YOU?*

BACK HOME ON THE WEST COAST, WE'RE KNOWN AS *THE BROTHERS GRIMM.*

WHEN WE'RE NOT MAKING *MAGIC--*

-- WE TELL *FAIRY TALES.*

HERE'S ONE OF OUR *FAVORITES.*

" FOUR AND TWENTY BLACKBIRDS, BAKED IN A PIE-- "

"-- SWITCH THE BIRDS WITH DYNAMITE--

"--AND WATCH THE PEOPLE *DIE!*"

DYNAMITE?

BTOOM

GREAT.

THE WIZARD WOULD HAVE BEEN TROUBLE ENOUGH.

NOW I'VE GOT A *PAIR* OF LUNATICS TO DEAL WITH!

I'M TALKING SERIOUSLY-DEMENTED *SOCIOPATHS.*

TOSSING *PIES* WITH DYNAMITE FILLING--

--AND CANDY-COLORED *EASTER EGGS--?*

SPTOOSH

YUGH

SPIDER-MAN! OMIGOSH, WHAT'S THAT STUFF AROUND YOUR HEAD?

FEELS LIKE COTTON CANDY--

COUGH CHOKE

--WORKS LIKE TEAR GAS!

COUGH

YOU FOLKS BETTER FIND SOME SHELTER--

CHOKE

CALL IT A HUNCH-- GASP

"--BUT I BET THINGS ARE GOING TO GET PRETTY NASTY AROUND HERE IN THE NEXT FEW MINUTES..."

I SAY IT'LL FLOAT.

AND I SAY IT WON'T.

BROTHER, YOU'RE SUCH A PESSIMIST.

HOW MAY WE ADJUDICATE THIS DIFFERENCE OF OPINION?

THE WIZARD SAID, IF WE WANTED TO ERADICATE HIS ANTI-GRAV PODS.

--WE ONLY HAD TO PRESS THIS LITTLE BUTTON.

ALLOW ME.

BY ALL MEANS.

KLIK

POOM POOM POOM POOM POOM POOM POOM

UGH. ON TOP OF EVERYTHING ELSE, THIS *GUNK* ON MY MASK STINKS LIKE A SEWER FULL OF--

HHHH

OKAY.

THIS IS GETTING RIDICULOUS.

THE LAST COUPLE OF DAYS, I'VE BEEN A *PUNCHING BAG* FOR EVERY COSTUMED FELON IN THE TRI-STATE AREA WITH TIME ON HIS HANDS AND A BUG UP HIS NOSE.

GRAVITON, TRAPSTER, TITANIA, MAGNETO-- THESE TWO GOONS CALLED *GRIMM*--

THEY ALL WANTED A *PIECE* OF ME, AND I DON'T KNOW *WHY.*

IF I WEREN'T *SO* BUSY TRYING TO STRAIGHTEN OUT THESE NEW *POWERS* AND *SENSES* OF MINE--

-- I'D PROBABLY FEEL A LITTLE *PARANOID.*

INSTEAD, WHAT I FEEL IS--

--TICKED OFF!

I TOLD YOU THE ARENA WOULDN'T FLOAT.

BUT YOU DIDN'T TELL ME THE WEB-SLINGER WOULD CATCH IT!

NEITHER DID THE WIZARD!

SPIDER-MAN IS MUCH STRONGER THAN WE WERE LED TO BELIEVE.

NOTICED THAT, DID YOU?

SUDDENLY, BROTHER--

"--OUR LITTLE TRADE-OFF DOESN'T SEEM LIKE SUCH A BARGAIN AFTER ALL."

OWW!

OWW!

OWW!

OWW!

EVERY MOVE I MAKE, EVERY BREATH I TAKE, MY SPIDER-SENSE STINGS ME WITH A WARNING:

TOO MANY WARNINGS, MASKING REAL DANGER LIKE STATIC ON A PHONE LINE!

WELL? HE'S GAINING ON US. THINK OF SOMETHING!

YOU THINK OF SOMETHING--MOTHER ALWAYS SAID YOU WERE THE SMART ONE.

HEAD HURTS SO BAD--BUT I'VE GOT TO CONCENTRATE, GOT TO IGNORE THE FALSE FEELINGS!

NEVER THOUGHT HAVING TOO MUCH POWER COULD BE SUCH A PAIN...

MAGIC!
A LITTLE SLEIGHT OF HAND, THAT'LL DO THE TRICK!
EXPLODING SILK SCARVES, EH?
YOU ALWAYS WERE A *TRADITIONALIST.*
SO MANY CONFLICTING REFLEXES--
DODGE THIS WAY, DODGE THAT!
HAVE TO *OVERRIDE* MY INSTINCTS--
-- STOP BEING A *PUPPET* TO MY *POWER!*
BOOM
DID IT!
BELIEVE IT, OR NOT, YOU CLOWNS DID ME A *FAVOR.*
LAST FEW DAYS, I'VE ALLOWED MY POWERS TO USE ME, INSTEAD OF ME USING MY POWERS.
THANKS TO YOU, I'M FINALLY TAKING CHARGE OF MY LIFE--
AAAKE

BWAAM!

-- AND MAN DOES IT FEEL GOOD!

CRASH

"FROM NOW ON, NO MATTER *WHAT* MY SPIDER-SENSE TELLS ME, I'M GOING TO *CHOOSE* MY OWN REACTIONS."

NO MORE REACTING BY INSTINCT, NO MORE SUBCONSCIOUS SURPRISE FLIGHTS, NO MORE--

FFFWIPP

PTOOM

I-I DIDN'T MEAN TO DO THAT. I WANTED THAT SPY CAMERA IN ONE PIECE.

BUT MY BODY JUST-- *REACTED.*

WHAT'S *HAPPENED* TO ME?

HMMM.

IF THE TELEMETRY READINGS TRANSMITTED BY MY MONITOR BEFORE ITS DESTRUCTION ARE *CORRECT--*

-- SPIDER-MAN IS IMBUED WITH AN ENERGY FIELD SO GREAT, IT IS BEYOND THE CAPACITY OF MY INSTRUMENTS TO *CALIBRATE.*

I WANT THAT *POWER.*

BY RIGHT, IT IS *MINE.*

FOR ULTIMATE POWER IS THE ULTIMATE DESTINY OF *DOOM.*

EPILOGUE:

A LOFT APARTMENT IN MANHATTAN'S SOHO DISTRICT...

:BEEP!: HI, HUBBY HON--IT'S MJ.

GOTTA WORK TONIGHT--

--SO FORAGE DINNER WITHOUT ME, OKAY?

AND DON'T WAIT UP. THE GIRLS AND I ARE MEETING FOR COFFEE AND TALK TILL LATE.

LOVE 'YA!

:BEEEP!:

ALL THE POWER I'VE GOT, AND AT THE END OF THE DAY, HERE I AM ALONE...

... EATING A LUKEWARM TV DINNER IN FRONT OF THE TUBE...

... WASHING IT DOWN WITH A SOUR DOSE OF SELF-PITY.

THE TRUTH IS, I'M SCARED.

I HAVE POWERS I CAN'T PREDICT OR COMMAND.

MY LIFE IS OUT OF CONTROL AND IT FRIGHTENS ME.

BUT, HEY--! THINGS COULD BE WORSE.

I COULD BE NICK KATZENBERG...

TO BE CONTINUED-- IN WEB OF SPIDER-MAN # 60, AND AMAZING SPIDER-MAN #328, AND HERE, NEXT MONTH, WHEN SPIDEY FACES: T.E.S.S.

MARVEL®

THE NON-MUTANT™ COSMIC SUPER HERO!®

WEB OF SPIDER-MAN™

ACTS of VENGEANCE!

AT THE CORE'S COMMAND--

GOLIATH™ STRIKES!

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SO--YOU'RE THE STRONGEST HERO IN THE UNIVERSE?!

HA!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

ON THE VERY BEST OF DAYS, EVENING RUSH HOUR ON NEW YORK'S TRIBORO BRIDGE IS A DELIRIUM OF TRAFFIC SNARLS, SHORT TEMPERS, FENDER BENDERS AND MUTTERED CURSES.

ADD AN INDIAN SUMMER HEAT WAVE, CONSTRUCTION WORK ON THE MAJOR DEEGAN EXPRESSWAY INTO NEW ENGLAND...

...NOT TO MENTION A PAIR OF SUPER-POWERED NON-MUTANTS DUKING IT OUT OVER THE TOLL BOOTH PLAZA...

...AND THERE YOU HAVE A RECIPE FOR A FIRST-CLASS NEW YORK DISASTER.

THE HARDER THEY FALL

TOLL MACHINE

EXACT
NO BILLS
NO PENNIES

THAT'S LIFE IN THE BIG CITY.

SO TO SPEAK.

MANNE ANE

GERRY CONWAY WRITER • ALEX SAVIUK PENCILER • KEITH WILLIAMS INKER • RICK PARKER LETTERER • BOB SHAREN COLORIST • JIM SALICRUP EDITOR • TOM DeFALCO ED. IN CHIEF

OKAY, YOU'VE MADE YOUR *POINT*, BIG FELLA.

YOU'RE EVERY BIT AS TOUGH AS *THE TRAPSTER TITANIA, GRAVITRON* AND *THE BROTHERS GRIMM*--

-- BUT I'VE GOT JUST AS MUCH REASON TO FIGHT *YOU* AS I HAD TO FIGHT THEM*:

*AS SHOWN IN OUR RECENT *ACTS OF VENGEANCE* CROSSOVERS.--JIM

NAMELY, *NONE!*

SO WHY DON'T WE CALL IT QUITS BEFORE ONE OF US GETS *HURT?*

KEEP *TALKIN',* SQUIRT!

THE MADDER YOU MAKE ME, THE HARDER I HIT!

`SCUSE ME FOR BEIN' A NIT-PICK, *GOLIATH*--

-- BUT ISN'T THAT THE *HULK'S* OLD LINE?

FIRST TIME I EVER BEEN GLAD TA GET CAUGHT IN A *TRAFFIC JAM.*

THESE PICS ARE GONNA SAVE MY JOB AT THE *DAILY BUGLE.*

MAN-OH-MAN! I CAN SEE THE HEADLINES *NOW...*

BTOOM

"SPIDER-MAN WRECKS BRIDGE IN BATTLE WITH 60-FOOT BEHEMOTH.'"

"NICKIE-BOY, YOU'RE IN CLOVER! YESIREE-ROBERT!"

LAST TIME WE FOUGHT, WHEN I WAS *THE SMUGGLER*, YOU HAD IT *YOUR* WAY, 'CAUSE I DIDN'T HAVE EVEN A *FRACTION* OF THE POWER I'VE GOT NOW.

THIS IS *PAYBACK* TIME, WEB-SLINGER!

SO BEFORE I BUST YOUR CHOPS-- GO AHEAD, TAKE YOUR BEST SHO--

UNNGH!

POW

HEY-- MMNGH! --HOW'RE YOU-- GNNGH!

POW

WHEN YOU WAKE UP, BIG GUY, TRY TO REMEMBER--

--THIS BEATING WAS *YOUR* IDEA."

"SPIDER-THUG GOES BERSERK!"

OH, I LOVE IT. I *LOVE* IT!

"TAKE YOUR BEST SHOT!"

THAT'S WHAT YOU *SAID*, AND I'D LIKE TO *OBLIGE*.

BDOW

BUT IF YOU'RE NOT THE SAME *SMUGGLER* I FOUGHT, ALL THOSE MONTHS AGO*--

*WAAAY BACK IN *SPECTACULAR SPIDER-MAN* #49. -- JIM

-- I'M NOT THE SAME SPIDER-MAN.

THESE DAYS I'VE GOT MORE POWER THAN I KNOW WHAT TO DO WITH.

YOU REALLY WANT MY BEST SHOT, BIG G?

CHTOOM

MANNED LANE

NO?

SOMEHOW, I DIDN'T THINK SO.

TOLL MACHINE

I DON'T KNOW WHICH BOTHERS ME MORE:

FINDING MYSELF A TARGET FOR ALL THESE COSTUMED LUNATICS, FROM TRAPSTER TO GOLIATH--

--OR HAVING SO MUCH POWER INSIDE ME WHEN I FIGHT THEM, I REALLY DON'T KNOW MY OWN STRENGTH! *

SIGH AND I THOUGHT LIFE WAS COMPLEX WHEN I WAS ONLY YOUR AVERAGE NEIGHBORHOOD SPIDER-MAN...

* FOR DETAILS ABOUT SPIDEY'S NEW-FOUND POWERS, CHECK RECENT ISSUES OF AMAZING, SPECTACULAR AND WEB; AND KEEP READING--WE'LL FILL YOU IN AS WE RACE ALONG! -- JIM

EVER SINCE THOMAS FIREHEART BOUGHT THE DAILY BUGLE FROM JONAH JAMESON, IT'S BEEN A SQUEEZE GETTING MY PHOTOS THROUGH EDITORIAL.

FOR WEEKS, MY JOB'S SWUNG ON A THREAD-- BUT TODAY, THAT'S GONNA CHANGE.

BEEP BEEP

HEY, FATSO! MOVE IT.!

FATSO? MOI?

BEEP BEEP

C'MON, C'MON-- THE ROAD'S CLEAR.!

QUIT GAWKING AND ROLL.!

I'M SORRY. AM I IN YOUR WAY? ARE YOU IN A HURRY?

NO, I'M HONKING BECAUSE I LIKE THE SOUND OF MY HORN, YOU FAT MORON.

OH, WELL, EXCUSE ME FOR LIVING.

SKRITCH

I'LL BE MOVING ALONG NOW. SORRY I HELD YOU UP.

BY THE WAY...NICE CAR.

JUST SHUT UP AND DRIVE.

YESSIREE, NICKIE-BOY. THE SUN'S SHINING, THE BIRDS ARE SINGING, LIFE IS A TREAT.

THIS IS DEFINITELY YOUR DAY.

IS HE DEAD?

NAH. CAN'T YOU HEAR HIM SNORING?

LIKE AN OLD T-BIRD I HAD, AFTER I BUSTED THE TAIL-PIPE.

MAN, I NEVER KNEW THE WEB-SLINGER COULD HIT LIKE THAT.

MOVE IT ON, MOVE IT ON, NOTHIN' TA SEE HERE.

SHEESH! WHAT A FIGHT.

Y'KNOW, IT'LL SOUND WEIRD, BUT FOR A WHILE WHEN THEY WERE DUKING IT OUT, I SWEAR SPIDER-MAN WAS FLYING!

HEY! WHAT'S HAPPENING TO THIS JOKER, THE GUY SPIDER-MAN CALLED GOLIATH?

CAN YA BEAT IT? HE SHRANK!

THIS GOLIATH GUY'S NO BIGGER THAN YOU NOW, EDDIE.

SOMEBODY GET ME SOME HANDCUFFS--

PASS ON THE HANDCUFFS, OFFICER.

MY MEN AND I ARE ASSUMING JURISDICTION OVER THIS INCIDENT IN THE NAME OF NATIONAL SECURITY.

HUH? WHO'RE YOU?

ROMAINE, F.B.I.

THE COUNTERFEIT CREDENTIALS YOU PROVIDED SEEM TO SATISFY THE POLICE, KINGPIN.

THEN STOP WASTING TIME.

RETURN GOLIATH TO MY HEADQUARTERS A.S.A.P.

THAT FOOL HAS MUCH TO ANSWER FOR...

MEANWHILE, BEYOND THE EASTERN END OF THE TRIBORO BRIDGE, IN FOREST HILLS, QUEENS...

I WAS ON MY WAY TO VISIT AUNT MAY WHEN GOLIATH ATTACKED ME.

OUR FIGHT DELAYED MY VISIT-- BUT IT ALSO MADE ME EVEN MORE DETERMINED TO SEEK HER ADVICE.

THANKS TO AN ACCIDENT DURING A LAB EXPERIMENT AT EMPIRE STATE UNIVERSITY, I'VE GAINED AN INCREDIBLE AMOUNT OF POWER*...

... AND ITS POTENTIAL FOR EITHER GOOD OR HARM FRIGHTENS ME.

AUNT MAY DOESN'T SUSPECT HER SWEET NEPHEW PETER PARKER IS ALSO SPIDER-MAN...

*SPECTACULAR SPIDER-MAN #158. -- JIM

...BUT SHE'S THE WISEST PERSON I KNOW...

... AND DIRECTLY OR INDIRECTLY, I NEED HER GUIDANCE.

EVEN SO, I HATE TO BOTHER HER.

WITH NATHAN SUFFERING FROM A TERMINAL HEART DISEASE, THEY HAVE SO LITTLE TIME TOGETHER...

WHY, MY GOODNESS-- LOOK, NATHAN!

IT'S PETER!

AND I JUST BAKED A BATCH OF HIS FAVORITE COOKIES...

HI, AUNT MAY-- HI, NATHAN.

FEELING ANY BETTER?

ODD THING, MY BOY. I'M DYING, BUT I HAVEN'T FELT THIS FINE IN YEARS.

YOU, ON THE OTHER HAND...

YEAH, I MUST LOOK PRETTY *FRAZZLED.*

ACTUALLY, THAT'S WHY I'M HERE, AUNT MAY.

I NEED TO TALK.

NATHAN?

YOU TWO TAKE A WALK.

I'LL FINISH WITH THESE *LEAVES.*

HOW'S NATHAN FEELING *REALLY,* AUNT MAY?

WEAKER THAN HE LETS ON, PETER--

-- BUT WE'VE BOTH COME TO *ACCEPT* THE INEVITABLE.

NOW. WHAT'S TROUBLING *YOU?*

YOU HAVEN'T BROUGHT ME A *PROBLEM* SINCE YOU WERE A LITTLE BOY.

I HAVEN'T, HAVE I?

NO, YOU ALWAYS TRIED TO BE *STRONG* FOR ME, PETER.

PERHAPS *TOO* STRONG.

HOW CAN I HELP?

WELL... JUST AS A *HYPOTHETICAL QUESTION,* AUNT MAY...

...WHAT WOULD YOU DO IF YOU HAD THE POWER OF *LIFE AND DEATH?*

SOMEWHERE ELSE.

IN A PLACE OF ICE COLD DARKNESS...

...SHATTERED BY A SINGLE CONE OF WHITE HOT LIGHT.

GOLIATH.

SUCH A GRANDIOSE NAME FOR SUCH AN ABYSMAL FAILURE.

GIVE ME ANOTHER CRACK-- ANOTHER CHANCE--

ANOTHER CHANCE TO FLOUNDER?

THESE ARE ACTS OF VENGEANCE, NOT MERCY.

HE'S STRONGER THAN YOU SAID HE'D BE, MAGNETO!

I'D BEAT HIM IF I HAD THE POWER.

PERHAPS THERE IS A WAY.

IN THESE ACTS OF VENGEANCE, BY TRADING FOES WE DO NOT USUALLY OPPOSE, WE SEEK TO GAIN TACTICAL AND STRATEGIC ADVANTAGE OVER OUR ENEMIES.

A PROJECT OF THIS KIND DEMANDS CAREFUL PLANNING AND KNOWN QUANTITIES.

SPIDER-MAN IS NO LONGER A KNOWN QUANTITY.

YOU SAID... MAYBE THERE'S A WAY--?

FOR DOCTOR DOOM THERE IS ALWAYS A WAY TO SEIZE VICTORY FROM DEFEAT.

AND AT THE SAME TIME, PERHAPS GAIN A PERMANENT ADVANTAGE OVER MY TEMPORARY ALLIES...

FOREST HILLS.

A PLACE OF **WARM LIGHT** AMID GATHERING SHADOWS...

I DIDN'T WANT TO **SHOCK** YOU, AUNT MAY.

I ONLY MEANT IT AS A HYPOTHETICAL QUESTION--

THE POWER OF **LIFE AND DEATH**, PETER-- THAT'S A **GOD-LIKE** POWER.

NO HUMAN BEING SHOULD **CARRY** SUCH A BURDEN, EVEN "HYPOTHETICALLY."

BURDEN?

THE ABILITY TO SAVE LIVES IS A **BURDEN**...?

WHICH LIVES? HOW DO YOU CHOOSE?

THE **SEASONS** OF LIFE ARE A CYCLE, PETER-- SPRING BIRTH, SUMMER GROWTH, AUTUMNAL AGE, AND WINTERY DEATH.

WHEN YOU NEAR THE END OF THE CYCLE YOU **SEE** THE WISDOM, THE **BEAUTY** OF IT ALL.

I ACCEPT AGE AND DEATH, PETER.

I ACCEPTED YOUR UNCLE BEN'S DEATH, SHOCK THOUGH IT WAS, AND WHEN NATHAN'S TIME COMES--

-- OR **MY** TIME -- I'LL ACCEPT THAT TOO.

ACCEPTANCE, DEAR BOY, IS THE ONLY POWER OF LIFE AND DEATH A HUMAN BEING EVER NEEDS.

THANKS, AUNT MAY.

RAIN CHECK ON THOSE COOKIES?

ANY TIME, MY DEAR, DEAR BOY.

AN HOUR LATER. MANHATTAN. THE DAILY BUGLE BUILDING.

SO WHADDAYA SAY, TOM?

DID NICKIE DELIVER THE GOODS OR WHAT?

I WOULD PREFER YOU ADDRESS ME AS MR. FIREHEART, MR. KATZENBERG.

MS. CUSHING, AS THE DAILY BUGLE'S NEW MANAGING EDITOR, HOW WOULD YOU DESCRIBE THESE PHOTOS?

THEY SHOW SPIDER-MAN WRECKING THE TRIBORO BRIDGE DURING A BATTLE --

-- WITH APPARENT DISREGARD FOR THE SAFETY OF NEARBY COMMUTERS.

JOURNALISTICALLY SPEAKING, THEY'RE DYNAMITE.

EXACTLY.

SO DO YOU LOVE 'EM? DO I GET A RAISE? HOW MUCH?

A RAISE?

MR. KATZENBERG, COUNT YOURSELF LUCKY I LET YOU DRAW A SALARY.!

SPIDER-MAN IS A HERO.

BRING ME PHOTOS LIKE PETER PARKER'S-- THAT REFLECT SPIDER-MAN'S HEROISM--

--OR FIND A NEW JOB.

KATE, WE NEVER BEEN FRIENDS-- BUT YOU GOTTA DO SOMETHING!

FIREHEART'S WORSE THAN JAMESON EVER WAS!

SORRY, NICK. I CAN'T HELP YOU.

SELL-OUT. SINCE FIREHEART PROMOTED HER, KATE'S BEEN A REAL MOUSE.

FACE IT, NICK--

"--THANKS TO THOMAS FIREHEART, THIS OLD GRAY *PAPER* JUST AIN'T WHAT SHE USED TO BE!"

EH?

WHAT ARE *YOU* DOING IN MY *PRIVATE* OFFICE?

GET OUT.

HEY, IS THAT ANY WAY TO GREET "*NEW YORK'S GREATEST UNSUNG HERO*"?

I'VE BEEN READING YOUR *EDITORIALS*, TOMMY.

I DON'T KNOW WHETHER TO FEEL TOUCHED, FLATTERED, OR *NAUSEATED*.

I SAID, GET OUT.

NOT TILL YOU ANSWER ME *ONE* QUESTION.

WHEN WILL YOU QUIT PROMOTING ME AS NEW YORK'S ANSWER TO *MOTHER THERESA* AND SELL THE BUGLE BACK TO JONAH JAMESON?

WHEN I'VE REHABILITATED YOUR *REPUTATION*, AND DISCHARGED MY DEBT OF *HONOR* TO YOU.

NOW, FOR THE *FINAL* TIME-- eh?

SIR, PHONE CALL ON LINE ONE-- IT SOUNDS *URGENT!*

MISS GRANT...

...

THE *LAST* TIME GLORIA GRANT SAW SPIDER-MAN, SHE TRIED TO KILL HIM TO SAVE HER LOVER, THE GANGSTER EDUARDO LOBO.

HER GUNSHOT WENT WILD...

...AND HER *LOVER* WAS THE ONE TO DIE.

IT IS A *SECRET* SHE AND THE WEB-SPINNER SHARE.

SEEING HIM REMINDS HER BOTH OF THE SECRET...

...AND OF A GRIEF SHE CANNOT BEAR.

I'VE SAID ALL I *INTEND* TO SAY TO YOU, WEB-SPINNER. IF YOU DON'T MIND, I HAVE A PHONE CALL TO TAKE.

MAYBE *YOU'RE* FINISHED WITH THIS CONVERSATION, BUT I'M--

KINGPIN?

THIS IS *WEIRD?*

ALL MY SENSES ARE SO *ACUTE*, I CAN HEAR THINGS THAT WOULD'VE BEEN INAUDIBLE ONLY A FEW DAYS AGO!

MR. FIREHEART, I WISH TO CONTACT SPIDER-MAN.

AS HIS FOREMOST *BOOSTER* THESE DAYS, YOU MUST HAVE THE *CONNECTIONS* TO--

GIMME THAT PHONE.

KINGPIN, THIS IS *SPIDER-MAN.*

ARE YOU THE GUY BEHIND THE CREEPS WHO'VE BEEN ATTACKING ME? YES OR NO?

WHAT THE--?

AH. I HOPED TO REACH YOU THROUGH AN *INTER-MEDIARY*, BUT THIS IS BETTER. *MUCH* BETTER.

TONIGHT. *BATTERY PARK.* WE'LL DISCUSS OUR... SITUATION.

YOU'RE MEETING THE *KINGPIN?* TO DISCHARGE MY DEBT, I'LL JOIN YOU AS *PUMA.*

NO.

MY ENEMY. *MY* FIGHT.

I DON'T LIKE YOU, WEB-SLINGER. BEING IN YOUR DEBT MAKES ME... *UNCOMFORTABLE.*

BUT I THINK, AT LAST I'M BEGINNING TO *RESPECT* YOU...

BATTERY PARK.

AN HOUR PAST TWILIGHT.

KTHUMP

OKAY, SHAMU. THIS MEETING WAS YOUR IDEA.

WHY DID YOU ASK ME HERE?

THANKS TO YOU AND *THE LOBO BROTHERS*, SPIDER-MAN, MY AUTHORITY IN THE NEW YORK UNDERWORLD HAS BEEN *HALVED.*

" I NOW SHARE DOMINION WITH THAT THUG, *HAMMERHEAD*, AND HIS PARTNER, *THE CHAMELEON.*

"ONE DAY SOON, I SHALL DEAL WITH THEM...

=OWWW.!=

SPIDER-SENSE!

...WARNING ME...

...DANGER ALL AROUND...

"...BUT TONIGHT, AS OUR TARGET FOR *VENGEANCE*, MY ALLIES AND I HAVE CHOSEN *YOU.* "

KARGGGOM!

GIVE ME A BREAK!

KINGPIN'S TAKING OFF! THIS WAS A SETUP!

"REALLY, MR. PARKER? AND WHAT WAS YOUR FIRST CLUE--?"

WASN'T EASY-- PUSHING MY WAY UP-- THROUGH THOSE OLD SUBWAY TUNNELS.!

GOLIATH?

HARD TO BREATHE--!

BUT IT'S HAPPENING THE WAY DR. DOOM SAID IT WOULD--

DOOM?

--EVERY BREATH I TAKE, I GET BIGGER--

BIGGER?

--BIGGER THAN ANYONE'S EVER BEEN BEFORE!

THROOM

YOU AND THE KINGPIN-- ALLIED WITH DR. DOOM?

WHEN DID THAT HAPPEN?

WHY DON'T PEOPLE TELL ME THESE THINGS?

THERE'S A LOT YOU DON'T KNOW, WALL-CRAWLER-- PLANS AND SECRETS YOU CAN'T EVEN GUESS! KINGPIN AND DOOM AND THE OTHERS -- THEY'VE GOT IT ALL FIGURED OUT--

GOLIATH, BACK OFF! DON'T MAKE ME HURT YOU!

GO AHEAD--! TAKE YOUR BEST SHOT!

YOU NEVER LEARN, DO YOU?

THE POWER COMES ALMOST UNBIDDEN...

...MORE A REFLEX THAN A CONSCIOUS ACT OF WILL.

SHA-

-ROOM

AND THOUGH HE TRIES TO **RESTRAIN** THE ENERGIES FLOWING THROUGH HIM, LIKE LIGHTNING FROM A STORM CLOUD--

--HE FINDS HE CANNOT **COMMAND** WHAT HE DOES NOT COMPRE-HEND!

AAARRGH!

PZAM

WHAT DID I DO? I JUST *IMAGINED* KNOCK-ING GOLIATH OFF HIS FEET-- AND THAT *ENERGY BEAM* SHOT FROM MY EYES!

MY GOD, DID I KILL HIM?!

NO! HE'S STILL *STANDING!*

"HUH? HE ISN'T JUST STANDING, HE'S *GROWING!* SIXTY FEET, SEVENTY-FIVE, A HUNDRED--

"TWO HUNDRED FEET!"

"HOW DID HE *DO* THAT?"

IN A PLACE OF COLD DARKNESS, A MAN IN STEEL GRAY ARMOR NODS WITH GRATI-FICATION.

MONITORS BLINK WITH IMAGES OF FAR-OFF BATTLE.

INSTRUMENTS FLICKER WITH READINGS OF INCREDIBLE POWER.

SATISFACTORY.

AS INTENDED, THE MECHANISM I IMPLANTED IN GOLIATH'S PITUITARY GLAND AFTER OUR DISCUSSION THIS AFTERNOON IS *DIVERTING* SPIDER-MAN'S STRANGE NEW ENERGY FIELD--

--CHANNELING POWER *DIRECTLY* INTO GOLIATH'S CHEMICALLY-ALTERED GROWTH SYSTEM.

SPIDER-MAN'S EFFORTS TO DEFEAT GOLIATH WILL ONLY CAUSE THE GIANT TO *INCREASE* IN SIZE--

--PROVIDING ME AN OPPORTUNITY TO EXPLORE THE EXACT *NATURE* OF THE WEB-SPINNER'S ENERGY SOURCE.

ONCE I UNDERSTAND ITS NATURE...

... I WILL REASON OUT A METHOD TO *TAP* THAT POWER FOR MYSELF.

"THEN I WILL GAIN THE *ULTIMATE* ADVANTAGE OVER ALL THOSE WHO HINDER MY DESTINY, ENEMIES AND ALLIES *ALIKE.*"

WHAT DOES IT TAKE TO BRING YOU *DOWN,* BIG MAN?

MORE THAN *YOU'VE* GOT, LITTLE MAN!

WANNA *BET?*

ZZAM

=OWW=

EVERY TIME I ZAP HIM, GOLIATH GETS *BIGGER*--

--AND IT'S *HURTING* HIM MORE THAN HE KNOWS!

I CAN HEAR HIS *HEARTBEAT*-- THUDDING LIKE A RUNAWAY *JACKHAMMER!*

CAN'T KEEP THIS UP-- I'LL KILL HIM!

WHAT'S WRONG, WEB-SLINGER? LOST YOUR *NERVE*?

YOU CAN'T QUIT NOW-- I'M JUST STARTING TO *ENJOY* MYSELF--!

GOLIATH, LISTEN TO ME! YOUR HEART CAN'T TAKE MUCH MORE *STRAIN*--

CIRCLE LINE

DON'T TELL *ME* WHAT I CAN'T DO!

I'M BIGGER THAN *ANY-ONE!*

YOU GAVE ME *YOUR* BEST SHOT!

NOW IT'S *MY* TURN!

OH MY GOD, THOSE PEOPLE--!

GOLIATH, DON'T MAKE ME DO THIS --

GOLIATH--

-- *PUT THEM DOWN!*

YAAHHH!!

CAN'T BREATHE-- CAN'T GET AIR--

HAVE TO CATCH THAT FERRY BEFORE IT HITS!

DID IT!

I SAVED THOSE PEOPLE--BUT GOLIATH--!

WHAT DID I DO TO GOLIATH?

PATTA-TUM

PATTA-TUM

CAN'T--

--BREATHE--

PATTATUM PATTATUM PATTATUM

HIS HEART'S GIVING OUT!

ALL THAT GROWING-- SO QUICK-- TOO MUCH FOR HIM--!

PATTATUM

CAN'T

PATTATUM

PATTA PATTA

SPASH

TIDAL WAVE--!

HE REACTS INSTINCTIVELY NOW, NO LONGER QUITE SO SURPRISED BY THE POWER HE WIELDS.

HIS IS A POWER THAT CAN BRING A GIANT TO HIS KNEES, OR TRANSFORM A WEBLINE INTO A WAVE-SHATTERING WALL.

SUCH POWER CONVEYS A SPECIAL BLESSING, AND A SPECIAL BURDEN.

IT IS A BURDEN HE FINDS ALL TOO FAMILIAR, AND ALL TOO **PAINFUL**...

NO SIGN OF GOLIATH. I DIDN'T WANT THIS TO HAPPEN.

IT WAS A **CHOICE** BETWEEN USING MY POWER-- OR LETTING THE PEOPLE ON THAT FERRY **DIE**!

A CHOICE BETWEEN **LIFE** OR **DEATH**.

=SIGH= AUNT MAY WAS RIGHT.

LIFE AND DEATH. THAT'S A BURDEN **NO** HUMAN BEING SHOULD HAVE TO BEAR...

BUT LIKE IT OR NOT, I'M STUCK WITH IT.

EPILOGUE:

IN A DARK PLACE...

EXCELLENT.

I NOW KNOW WHAT I NEED TO KNOW.

ULTIMATE POWER IS WITHIN MY GRASP.

AND WHEN SUCH POWER IS DOOM'S, THEN AND **ONLY** THEN WILL THE WORLD UNDERSTAND THE **TRUE MEANING** OF **VENGEANCE**...

TO BE CONTINUED--IN AMAZING SPIDER-MAN#328 & SPECTACULAR SPIDER-MAN #160! NEXT MONTH:

DRAGONMAN!

MARVEL

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The AMAZING SPIDER-MAN®

ACTS of VENGEANCE!™

THE NON-MUTANT™ SUPP

NOW WHO'S THE STRONGEST ONE THERE IS?!

MCFARLANE

PLUS: THE MUTANT MENACE OF SEBASTIAN SHAW!™

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SHAW'S GAMBIT

ON A MOONLIT MESA IN THE NEVADA DESERT--

-- THE INCREDIBLE HULK MAKES HIMSELF COMFORTABLE.

KA-RAK

DAVID MICHELINIE WRITER ★ TODD McFARLANE ARTIST ★ RICK PARKER LETTERER ★ BOB SHAREN COLOR ★ JIM SALICRUP EDITOR ★ TOM DeFALCO EDITOR IN CHIEF

THAT'S BETTER.

NOW I CAN RELAX. TAKE A *LOAD* OFF MY MIND.

TRY TO FORGET HIM, FORGET ABOUT...

...BANNER.

LITTLE WIMP CONTROLS OUR BODY DURING THE *DAY!*

NIGHT'S THE ONLY TIME *I* TAKE OVER. THE ONLY TIME I'M *ME.*

THE ONLY TIME I CAN REALLY BE--

"--ALONE!"

WE'VE GOT HIM ON SCREEN, MR. SHAW! DEAD AHEAD!

IMAGINE, SIR, THE *GREY GARGOYLE'S* BEEN WARNING EVERY-ONE TO STAY *AWAY* FROM YUCCA FLATS, BECAUSE THAT'S WHERE THE HULK BEAT THE TAR OUT OF HIM!

BUT IT TOLD US EXACTLY WHERE TO *FIND* THE HULK!

APPROACH CAREFULLY, TRUMAN--

--OUR QUARRY IS *DANGEROUS*, AS WELL AS VALUABLE.

WHEN I WAS RECENTLY APPROACHED BY A GROUP OF POWERFUL MEN, TOLD THAT THEY WOULD DESTROY THE BANE OF MY EXISTENCE-- THE HELLFIRE CLUB'S *INNER CIRCLE*--IF I WOULD ELIMINATE *SPIDER-MAN* FOR THEM...

...I WAS INTRIGUED.

BUT IT SOON BECAME APPARENT THAT THERE WAS MORE TO THE OFFER THAN *COMMON GAIN.*

ONE OF THEIR GROUP IS *MAGNETO*, THE MAN WHO DEPOSED ME AS *BLACK KING* OF THE *HELLFIRE CLUB!*

OUR MUTUAL HATRED APPROACHES LEGEND.

MAGNETO UNDOUBTEDLY FEELS THAT SPIDER-MAN-- WITH THE NEW, VIRTUALLY *GODLIKE* POWER HE'S REPORTED TO POSSESS--COULD DISPOSE OF ME ONCE AND FOR ALL! AH, MY OLD ENEMY, WHEN WILL YOU LEARN...

...THAT I AM NOT *STUPID!*

WHA--?! AH, GEEZ... WHERE DO I HAVE TO GO FOR A LITTLE *PRIVACY* THESE DAYS--THE *MOON?!*

A'RIGHT, BUSTER, WHERE DO YOU WANT THIS ROCK? ON YOUR *HEAD*, OR UP YOUR--

I'M *SEBASTIAN SHAW*, PRESIDENT OF SHAW INDUSTRIES. I'VE COME TO OUTLINE A BUSINESS PROPOSITION.

AND TO OFFER YOU A GREAT DEAL OF *MONEY*.

MONEY?

LOTS OF IT.

TALK TO ME.

AH, I DO SO ENJOY DEALING WITH *REASONABLE* MEN. COME ALONG, THEN.

I'LL TELL YOU ALL ABOUT IT ON THE WAY TO--

CHUNSH

NEW YORK: SEVERAL HOURS EARLIER, AS A RAINSTORM BLANKETS THE FIVE BOROUGHS.

AND A BLANKET OF **FEAR** COLDLY CLOAKS LIBERTY ISLAND...

TERRORISTS. THREATENING TO BLOW UP THE STATUE OF LIBERTY.

IF THIS WAS A TV SHOW, I'D SWITCH CHANNELS!

IT'S SAD, THAT SOMETHING SO CALLOUS HAS ALMOST BECOME *CLICHÉ*.

BUT THINGS LIKE THIS SEEM TO HAPPEN EVERY DAY. I'VE GROWN TO *ACCEPT* THEM, KNOWING THAT I CAN'T SAVE THE WHOLE WORLD.

EXCEPT THAT NOW, WITH MY NEW POWERS--

-- MAYBE I CAN!

AFTER ALL, DIDN'T I *FLY* OUT HERE IN A STORM THAT'S KEPT POLICE HELICOPTERS GROUNDED?

MAYBE THE QUESTION ISN'T *CAN* I, BUT *SHOULD* I?

I MEAN, I MAY HAVE INADVERTENTLY KILLED *GOLIATH!* * MAYBE THIS POWER IS TOO MUCH FOR *ANY* MORTAL TO WIELD!

ON THE OTHER HAND, IF I BECOME AFRAID TO *USE* THE POWER, I'VE LET IT *BEAT* ME!

AW, WHAT THE HECK.

I'M ALREADY HERE...!

I'VE A CLEAR SHOT, HANS! I THINK I CAN--

* *IN WEB OF SPIDER-MAN # 60.-- J.S.*

=HRRNK!=

EH? FRITZ! WHAT HAPPENED TO--

I HAPPENED TO!

KWIP

SPWEE

PWING

KILL HIM!

KRAK

KRAK

EASIER SAID THAN DONE, PAL!

ESPECIALLY NOW THAT I CAN CONTROL MY *WEB-LINES* THROUGH *WILL-POWER* ALONE!

SPLIT THEM INTO AS MANY *LASSOS* AS IT TAKES TO CORRAL THESE PSEUDO-PATRIOTIC *THUGS!*

WHICH LEAVES ME FREE TO TAKE THE REST OUT THE *OLD FASHIONED* WAY!

FLUD PH

LOOKS LIKE YOU'RE ALL THAT'S LEFT, HOTSHOT!

I... AND THIS *REMOTE DETONATOR!* AND AS YOU WILL SOON LEARN, I AM MORE THAN WILLING TO *DIE* FOR MY CAUSE!

YEAH, BUT YOU SEE--

--I'M NOT!

THWIP!

THESE DAYS, I CAN ALTER THE *MOLECULAR STRUCTURE* OF ANYTHING I TOUCH- WHICH MEANS I CAN TURN MY WEBBING INTO ULTRA-HARD *ADAMANTIUM*, AND GIVE MR. WILLING-TO-DIE A LITTLE--

--SURPRISE!"

KLIK

FWIFF

WHAT *ARE* YOU?!?

I'M BAT--

=ahem=

I'M SPIDER-MAN!

S.W.A.T. TEAMS SHOULD BE ABLE TO HANDLE THINGS NOW.

AT LEAST NO ONE WAS *KILLED* THIS TIME!

BUT I'D BETTER HEAD BACK TO MANHATTAN, SWITCH TO MY *PETER PARKER* IDENTITY.

MARY JANE AND I ARE MEETING MY OLD BUDDY, *FLASH THOMPSON*, AND HIS LATEST FLAME FOR DINNER.

JUST WISH I HAD TIME TO HITCH A RIDE BACK ON A *POLICE BOAT*. I MEAN, NIFTY AS IT MAY SEEM TO SOME--

--THIS FLYING WITHOUT *WEBLINES* IS FOR THE *BIRDS!*

LATER.

RAIN STOPS.

OVER HERE, GUYS!

THE VIEW FROM THE RESTAURANT ATOP THE WORLD TRADE CENTER BECOMES SPECTACULAR...

PETE? MJ? THIS IS AMBER, THE LOVE OF MY LIFE!

'LO, AMBER.

HI!

DARN! =munch= THIS STEAK IS COOKED TOO MUCH!

SO, UH, HOW'S THE BOXING CAREER?

SLOW, BUT PICKING UP. I MIGHT GET A MONEY BOUT IN--

THIS TASTES YUCKY! =PTUI=

HEY, GAR-KON! THIS MEAT'S BURNT!

BUT, MADAME, IT'S ONLY SLIGHTLY MORE DONE THAN THE ONE YOU SENT BACK AS TOO RARE!

I DON'T CARE! I WANT ANOTHER ONE!

YEESH! WHAT A DUMP! THEY'LL PROB'LY EVEN GRIPE WHEN I LIGHT UP AFTER CHOW--JUST 'CAUSE THIS IS A STUPID NO SMOKING SECTION!

ER, LISTEN, GUYS. ME AN' AMBER ARE TAKIN' IN A MOVIE AFTER DINNER. WANT TO COME ALONG?

NO!

I-I MEAN, WE'D LOVE TO, BUT I HAVE A PRE-DAWN CALL FOR A LOCATION SHOOT TOMORROW!

AND I'M TAGGING ALONG TO KIBITZ.

GOTTA SACK OUT EARLY TONIGHT!

OH, MAYBE SOME OTHER TIME, THEN.

UH, SURE!

YOU BET, FLASH!

AS LONG AS YOU LEAVE "MISS CONGENIALITY" AT HOME!

5 a.m. -- THE CAST AND CREW OF THE LONG-RUNNING SOAP OPERA, "SECRET HOSPITAL," ASSEMBLES ALONG THE STILL-DARK PATHWAYS OF BATTERY PARK.

I HOPE YOU WON'T GET TOO BORED, PETER.

ARE YOU KIDDING?

JUST HAVE YOUR FACE DONE AND STOP WORRYING ABOUT *ME.* I'M FASCINATED!

WHAT A LADY! >yawn< I SURE LUCKED OUT IN *THIS* MARRIAGE!

JUST WISH *FLASH* COULD DO BETTER WITH-- eh?

SPIDER-SENSE TINGLING! SOMETHING DROPPING FROM A PLANE OVER TIMES SQUARE!

BETTER USE MY NEW *CLOSE-UP* VISION TO SEE WHAT-- UH-OH!

"EXCUSE ME!

"COULD YOU TELL MY WIFE I HAD TO LEAVE, PLEASE?

"SOMETHING *UNEXPECTED* CAME UP!"

I'M GONNA LIKE THIS JOB!

I GOT NOTHING AGAINST *SPIDER-MAN*, BUT FOR THE KIND OF DOUGH SHAW'S OFFERING, I'D EVEN SKRAG *MYSELF!*

HE SAID THE *AVENGERS* AND THE OTHER TOUGH GUYS WOULD BE BUSY WITH THEIR OWN PROBLEMS, THAT THE BEST WAY TO DRAW THE WEBSLINGER OUT WOULD BE TO CAUSE A *COMMOTION!*

SPLAP

ERNIE! D-DID I JUST SEE--

NO! AN' NEITHER DID I!

WELL, *THAT'S* A NEW TRICK! NOT THAT IT'S GONNA KEEP YA FROM GETTING *PULPED!*

YOU MEAN YOU CAME HERE JUST TO FIGHT *ME?*

WHY?!

BEST REASON IN THE WORLD, WEB-HEAD!

BUCKS!

MONEY? HAS SOMEONE PUT A *BOUNTY* ON MY HEAD?

IS THAT WHY PEOPLE HAVE BEEN ATTACKING ME FOR *NO REASON?*

DOESN'T MATTER.

I'M SICK OF BEING A LIVING TARGET! FOR *ANY* REASON!

PRUNCH

THWAMP

SKRUNCH!

≥FSHEW!≤ THIS GUY'S A LOT STRONGER THAN I REMEMBERED!

MAYBE I BETTER STOP PULLING MY--

-- HAND? CHANGING COLOR?! BANNER'S STARTING TO TAKE OVER!

BUT IT'S TOO SOON FOR-- BLAST! SO BUSY DOING MY JOB, I FORGOT THE SUN COMES UP THREE HOURS EARLIER HERE!

WEEEOOEEKKK

GOTTA GET AWAY BEFORE I CHANGE COMPLETELY!

PLANG

GOOD THING ABOUT NEW YORK: THERE'S ALWAYS AN *AMBULANCE* AROUND WHEN YA *NEED* ONE!

TOMORROW NIGHT, WEB-SLINGER!

ROOSEVELT ISLAND! *THE RUINS!*

YOU GUYS OKAY?

J-JUST SHAKEN UP!

BUT THE *STAB VICTIM* IN BACK NEEDS AN EMERGENCY ROOM! FAST!

DON'T WORRY--

--HE'LL *GET* ONE!

SPIDER-MAN CAN *FLY*?! DID I SLEEP THROUGH SOMETHIN'?

BUT AS THE RISING SUN PEEKS INTO A NEARBY ALLEY WAY--

--BRUCE BANNER FERVENTLY WISHES HE WAS ASLEEP.

FOR NIGHTMARES WOULD BE FAR MORE DESIRABLE THAN THIS!

HULK! CURSE YOUR HIDE!

THE DAY PASSES: AT EMPIRE STATE UNIVERSITY...

NUTS.

CAN'T SEEM TO CONCENTRATE ON THE LECTURE.

YUCK!

OW, OW, OW, OW!!

HISS!

BOO!

LOWLIFE

MIND KEEPS WANDERING. SORT OF HARD TO WORRY ABOUT FAILING A PHYSICS COURSE--

-- WHEN YOU DON'T KNOW IF YOU'LL SURVIVE LONG ENOUGH TO TAKE FINAL EXAMS!

...ON A MIDTOWN STREET CORNER...

THAT'S RIGHT. UPSET STOMACH.

DON'T KNOW WHEN I'LL BE BACK TO WORK.

UH, GOTTA GO!

COP LOOKING AT ME! SAW ME PANHANDLE THAT QUARTER?

CAN'T GET NABBED FOR VAGRANCY NOW!

GUESS THAT'S ENOUGH SUN! BETTER GET BACK TO THE OFFICE!

FRUITCAKE!

BUT A CREATIVE FRUITCAKE!

...AT SHAW INDUSTRIES...

HMMMM.

IT SEEMS MY NEWEST EMPLOYEE WAS UNSUCCESSFUL LAST NIGHT.

DAILY BUGLE

PHOTO BY P. PARKER

BUT I CAN'T WASTE TOO MUCH TIME ON THIS SPIDER-MAN AFFAIR. I HAVE OTHER, MORE VITAL, CONCERNS TO CONSIDER.

I'LL GIVE THE HULK ONE MORE CHANCE...

DAILY BUGLE

LIEFELD ON MUTANT BOOK

'COCKY' M'FARLANE TRIES TO WRITE?!

WHO'S ALAN MOORE

WHAT THE DEVIL HAVE YOU GOTTEN ME INTO THIS TIME?

"...TONIGHT!"

HULK CHOSE HIS BATTLEGROUND WELL. *ROOSEVELT ISLAND* SITS SMACK IN THE MIDDLE OF THE EAST RIVER, BETWEEN MANHATTAN AND QUEENS!

AND THE RUINED BUILDINGS ON ITS SOUTH END HAVE BEEN DESERTED FOR YEARS! I DOUBT WE'LL HAVE A PROBLEM WITH UNINVITED *GUESTS!*

YOUR MOM'D TAN US GOOD IF SHE KNEW WE SWIPED THESE *BUTTS* FROM HER PURSE!

WHY DO YOU THINK WE CAME DOWN *HERE* TO-- *ulp!* S-S-STAN!

LOOK!

SPIDER-SENSE TINGLING!

HULK ISN'T WASTING ANY--

--TIME!

CHAKSH

GLAD YOU SHOWED UP, SPIDER-MAN! GRINDING *COWARDS* INTO THE DIRT LEAVES A BAD TASTE IN MY MOUTH!

SO *THAT'S* IT! AND HERE I WAS ABOUT TO SUGGEST A *BREATH MINT!*

ACTUALLY, THE *REAL* REASON I SHOWED UP--

-- WAS BECAUSE I FIGURED THE HULK WOULD COME *LOOKING* FOR ME IF I DIDN'T!

AND AT LEAST *HERE* THERE WON'T BE ANY *INNOCENT CASUALTIES!*

PRUBUBUBUMB

EXCEPT, MAYBE, *ME!*

CRUDGE

BEEN WORKING OUT, WEB-HEAD?

I NEARLY *FELT* THAT!

BAKSH

HULK'S STUBBORN! HE'LL KEEP AT THIS UNTIL ONE OF US IS IN *PIECES!*

IF I ONLY HAD SOME WAY TO SLOW HIM DOWN--!

AGH! WH-WHERE'D THAT *LIGHT* COME FROM?!

FASH

ANOTHER NEW POWER?!

LEAVE 'IM ALONE, YA BIG JERK! THIS IS *OUR* TURF, AN' NO ONE'S GONNA TRASH *SPIDEY* HERE WITHOUT A FIGHT!

GEEZ, STEVE, Y-Y-YOU'RE *CRAZY!*

OH, NO! WHERE'D *THEY* COME FROM?

NOSY RUG-RATS! BETTER SCARE 'EM OFF!

HE'S RAISING THE GIRDER! TURNING TOWARDS--

--THOSE KIDS!

KRAK

WHSSSHHHHH

WOW! H-HE'S STILL GOING! BUT HE HAS TO COME DOWN--

NO!

--SOMETIME!

WANNA BET?

ORBIT.

BLASTED WEB-SLINGER KNOCKED ME INTO *ORBIT!* COLD DOESN'T BOTHER ME, AND I CAN HOLD MY BREATH A *LONG* TIME!

BUT UP THIS HIGH, *DAWN'S* GONNA HIT ME A LOT SOONER! AND IF I TURN INTO *BANNER* UP HERE, THE ONLY QUESTION IS WHICH I'LL DO FIRST: FREEZE, SUFFOCATE OR EXPLODE!

FROM WHAT I LEARNED ABOUT *ODDS* IN VEGAS, MY MONEY'S ON *KER-POP!*

MR. SPIDER-MAN? WH... WHAT IF HE *NEVER* COMES DOWN?

I WAS THINKING THAT MYSELF! AND ABOUT *GOLIATH!* I DON'T KNOW IF THERE ARE *LIMITS* TO THIS NEW POWER I'VE GOT--

-- BUT MAYBE IT'S TIME TO *FIND OUT!*

HEY, IF HE'S GONNA PULL STUNTS LIKE *THAT*, HE'D BETTER START WEARIN' A *CAPE!*

LIKE THE BEATLES SAID: "HERE COMES THE SUN"!

NEVER THOUGHT IT'D END THIS WAY.

KILLED BY SOMETHING I CAN'T EVEN *PUNCH!*

HRNGK?!

SHHROW

SOON...

IF YOU'RE LOOKING FOR THANKS, FORGET IT! I WOULDA SAVED *MYSELF*, SOMEHOW.

STILL, IT WAS A NICE GESTURE, SO I'M GONNA *RETURN* THE FAVOR.

I WON'T *KILL YA!*

THIS TIME...!

KILL ME? AFTER DOING WHAT I JUST DID--

--I'M NOT SURE I CAN EVEN *DIE!*

A THOUGHT ALMOST AS EXHILARATING AS IT IS FRIGHTENING, AND ONE PETER PARKER SHARES WITH HIS WIFE THE NEXT DAY.

FIRST, I MAY HAVE KILLED GOLIATH! THEN I ALMOST KILL THE HULK!

I HATE THIS NEW POWER!

I JUST WISH IT WOULD GO AWAY...

WHILE AT SHAW INDUSTRIES...

MR. BANNER IS CONFUSED.

THAT SHOULD KEEP HIM DOCILE FOR HIS TRIP BACK TO NEVADA.

BUT BANNER IS THE LEAST OF MY WORRIES. THE NEW POWERS SPIDER-MAN POSSESSES MAY BE A THREAT TO MORE THAN MAGNETO'S PETTY MACHINATIONS.

THEY MAY POSE A DANGER TO MY PLANS AS WELL! IT MIGHT BE WISE TO LOOK INTO THE PHENOMENON FURTHER, YES.

WITH DILIGENCE AND PATIENCE, PERHAPS I CAN FIND A WAY TO MAKE THOSE POWERS... GO AWAY.

NEXT ISSUE:

SENTINELS!

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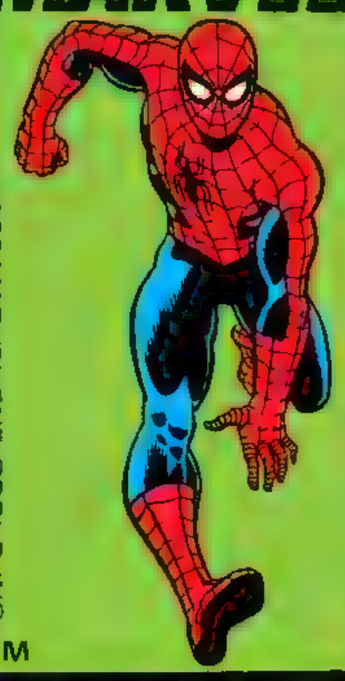

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the COSMIC SPECTACULAR SPIDER-MAN™

ACTS of VENGEANCE!™

SHOCKER!™ RHINO™! AND HYDRO MAN!™ I'VE BEATEN THEM ALL!

WHO'S NEXT?!

Ed Budiansky

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

"THE FEAR AND THE FURY"

OR: "THE METAL IN MEN'S SOULS"

PROJECT POWER: (PROGRESS REPORT, CRYPTO-CODED BY VICTOR VON DOOM): "AFTER WASTING SIX HOURS SEARCHING THE OCEAN FLOOR EAST OF NEW YORK BAY...

"... MY HIRED HENCHMEN FINALLY FOUND WHAT WE WERE LOOKING FOR *TWO THOUSAND FEET* FROM THE NEW JERSEY SHORE.

"HOW CAN I EVER CLAIM MY DESTINY IF I HAVE TO DEPEND ON THE SERVICES OF *DOLTS* LIKE THESE?

GERRY CONWAY Script * SAL BUSCEMA Art * RICK PARKER Lettering * BOB SHAREN Color * JIM SALICRUP Editor * TOM DeFALCO Editor in Chief

"ANY IMBECILE WITH A TIDE AND CURRENT CHART COULD HAVE PREDICTED-- EH?

"THAT FOOL!

"HE LET THE SECONDARY RESTRAINING CLAMP SLIP!

"ANOTHER MOMENT, AND THE ARTIFACT WOULD HAVE FALLEN TO THE SEA FLOOR.

"SUCH BLATANT INCOMPETENCE CANNOT GO UNPUNISHED.

"FORTUNATELY FOR HIM, I'M IN A GENEROUS MOOD.

"I'LL LET HIM LIVE.

PTOOM

"ON SECOND THOUGHT, THERE'S NO POINT IN SETTING A POOR PRECEDENT.

"DISCIPLINE MUST BE ENFORCED,

"STANDARDS HAVE TO BE MAINTAINED."

PROJECT POWER (PROGRESS REPORT CONTINUED):

"THE ARTIFACT APPEARS REMARKABLY *WELL-PRESERVED*, CONSIDERING THE MONTHS IT SPENT UNDERWATER...

"...NOT TO MENTION THE *DECADES* WHEN IT REMAINED '*MOTH-BALLED*' BY A BUREAUCRACY TOO SHAMED TO ADMIT ITS *EXISTENCE*.

"IN OFFICIAL GOVERNMENT PAPERS, THE ARTIFACT WAS NAMED T.E.S.S.-ONE...

"... AN ACRONYM MEANING *TOTAL ELIMINATION OF SUPER-SOLDIERS*.

"APPARENTLY, IN THE EARLY DAYS OF *WORLD WAR TWO*, SOME SCIENTISTS FEARED THAT THE PROJECT WHICH CREATED *CAPTAIN AMERICA* MIGHT PRODUCE RENEGADE SUPER-SOLDIERS...

"THE T.E.S.S. ROBOT WAS BUILT IN ANTICIPATION OF SUCH AN IMAGINED *THREAT* TO NATIONAL SECURITY."

DR. DOOM!

KINGPIN AND *MAGNETO* HAVE ISSUED YOU A *SUMMONS*!

THEY WANT TO DISCUSS THE RISING *ANTI-SUPER-HUMAN* SENTIMENT IN *CONGRESS*...

TELL THEM I'LL COME WHEN I CAN, AND GO AWAY.

MORE IMPORTANT MATTERS THAN PETTY *POLITICS* CONCERN ME NOW.

"INDEED.

"TODAY I TAKE STEPS TO SEAL MY *DESTINY*."

TIMES SQUARE.

MID-AFTERNOON.

THERE USED TO BE CERTAIN RULES IN THE SUPER-VILLAIN COMMUNITY, MOSTLY UNSPOKEN, BUT GENERALLY ACCEPTED.

"STAY OFF MY TURF, AND I'LL STAY OFF YOURS" WAS ONE.

"MIND YOUR OWN BUSINESS" WAS ANOTHER.

SONY

Sandy Royal WHISKEY

Coca-Cola

THE ACTS OF VENGEANCE CHANGED ALL THAT.

WHEN YOU TRADE ENEMIES, YOU END UP TRADING TURF--WHETHER YOU PLAN TO OR NOT.

SOME PEOPLE HAVEN'T TAKEN TO THAT VERY WELL.

WON-DERFUL. JUST WHAT I NEED TO BREAK MY DAY.

ANOTHER VILLAIN FREE-FOR-ALL...

...THIRD ONE THIS WEEK.

THIS TIME IT'S THE RHINO VERSUS SHOCKER AND HYDRO-MAN.

OUUF!

DON'T THESE PEOPLE HAVE SOAP OPERAS TO WATCH?

OWWW! SPIDER-SENSE BLARING--WARNING--DANGER--!

OH, GREAT.

PZAM

SHA-

THOOM

KRASH

WOW.

EVERYONE STARING AT ME. CAN'T BLAME THEM.

EVER SINCE THE LAB ACCIDENT AT *EMPIRE STATE UNIVERSITY*--

*IN SPECTACULAR SPIDER-MAN #158. -- JIM

--I'VE BEEN SURPRISING *MYSELF* WITH BURSTS OF *UNKNOWN ENERGY.*

NO APPLAUSE NECESSARY, FOLKS.

JUST DOING MY *JOB* AS YOUR FRIENDLY NEIGHBORHOOD WEB--

HEY!

WHAT'S THE IDEA?

WE SAW YOU WRECK THE TRIBORO BRIDGE--SAW IT ON THE NEWS!

YEAH! HEARD YOU ALMOST CAPSIZED THE STATEN ISLAND FERRY, TOO!*

SUPER-POWERED MANIAC!

WAITASECOND, THAT'S NOT THE WAY IT HAPPENED--

*IN WEB OF SPIDER-MAN #60, LATE-COMERS. -- JIM

YOU'RE A MENACE!

ALL YOU SUPER-CREEPS, WORSE THAN MUTIES!

GO HOME!

GET OUTTA HERE!

CREEP!

MANIAC!

MENACE!

WELL, WELL, WELL, WELL, WELL.

THEY SAY EVERY DOG HAS HIS DAY.

LOOKS LIKE THIS DAY IS YOURS, NICKIE KATZENBERG.

I KNOW A GUY WHO'S GONNA LOVE THIS PIC ALMOST AS MUCH AS I DO.

I CAN SEE THE HEADLINE NOW: "SPIDER-MENACE PURSUED BY ANGRY MOB!"

WOOF! BOW-WOW.

CLIK

AAAAROOOO!

MIDTOWN MANHATTAN.

THE PENTHOUSE APARTMENT OF J. JONAH JAMESON, FORMER PUBLISHER OF THE DAILY BUGLE.

IT ISN'T FAIR, BLAST IT!

JONAH, DARLING, PLEASE TRY TO RELAX. YOUR BLOOD PRESSURE...

HANG MY BLOOD PRESSURE, MARLA!

FOR YEARS I WAS A LONE VOICE CRYING IN THE WILDER-NESS --

-- WARNING THE WORLD OF THE MENACE POSED BY SUPER-POWERED PHONIES LIKE SPIDER-MAN!

BUT DID ANYONE LISTEN? DID ANY-ONE HEAR WHAT I HAD TO SAY?

NO! THE IDIOTS!

NOW THIS COUNTRY IS FINALLY BEGINNING TO WAKE UP AND SMELL THE COFFEE--

--BUT THANKS TO THOMAS FIREHEART, I DON'T HAVE A NEWS-PAPER TO COVER THE STORY!

DOWN WITH SPIDERMAN

WI SUPER HER

MY STORY! MY CRUSADE! MINE!

IF ONLY THIS WERE HAPPENING A FEW MONTHS FROM NOW.

BY THEN I'LL BE PUBLISHING A NEW MAGAZINE IN COMPE-TITION WITH THE BUGLE.

I WISH JOE ROBERTSON WERE HERE TO HELP ME PLAN IT.

DING DONG

I'LL GET IT.

WHAT'S THE STATUS ON JOE'S PARDON, CYNTHIA?

THE PRESIDENT IS CONSIDERING ROBBIE'S CASE, JONAH.

WE SHOULD KNOW BY WEEK'S END WHETHER--

YO, MRS. J., HOW'S IT COOKIN'? MR. J. HOME?

KATZEN-BERG.

THE ONE BRIGHT SIDE ABOUT LOSING THE BUGLE WAS THE THOUGHT I'D NEVER HAVE TO SEE THAT SIMPERING *SMILE* OF YOURS AGAIN.

GOOD TO SEE YOU, *TOO*, MR. J.

HEY, NICE PAD YOU'VE GOT HERE.

WHY, AH, *HELLO*, NICHOLAS.

SAY, HEY-- CYNTHIA!

BEEN MEANING TO CALL YOU-- WANTED TO THANK YOU FOR THAT *DINNER* YOU COOKED THE OTHER NIGHT. GOTTA DO IT AGAIN SOON, KNOW WHAT I MEAN?

WHY, YES NICHOLAS... ANY TIME.

KATZENBERG, YOU AND MS. BERNHAMMER--?

NONE OF YOUR BEESWAX, JJJ.

FACT IS, I'M HERE ON *BUSINESS*.

GOT SOME PICS OF *SPIDER-MAN* TRASHING *TIMES SQUARE*--

--AND SINCE RUMOR IS YOU'RE PLANNING TO START UP YOUR OWN *NEWSMAGAZINE*...

NICK, MY BOY, YOU'VE COME TO THE RIGHT PLACE!

I'M ALWAYS IN THE MARKET FOR PHOTOS THAT SHOW THAT WALL-CRAWLING CON MAN FOR THE *MENACE* HE IS!

GIVE ME WHAT I NEED AND YOU CAN WRITE YOUR OWN *TICKET*.

HAD A *HUNCH* YOU'D SAY THAT, JJJ.

WAY I SEE IT, I'M THE ONLY PHOTOGRAPHER YOU *NEED*.

YOU WANT ME -- YOU *DON'T* WANT PETER PARKER,

WHAT ARE YOU SAYING?

I'VE ALREADY OFFERED PARKER A JOB--

THEN *UN*-OFFER IT, MR. J.

YOU *KNOW* I'LL GIVE YOU THE COVERAGE YOU WANT. BUT NOT IF PARKER'S AROUND.

YOU *CHOICE*, JONAH. PETER PARKER OR *ME*.

HMMM...

MIDTOWN MANHATTAN.

SOMEWHERE NOT FAR FROM THE OFFICE TOWER OWNED BY WILSON FISK...

...a.k.a. THE KINGPIN.

PROJECT POWER (PROGRESS REPORT): "FOR THE PAST SEVERAL HOURS MY MACHINES HAVE PROBED AND REPAIRED THE ARTIFACT DESIGNATED T.E.S.S. – ONE.

"ALL SYSTEMS APPEAR INTACT.

"SURPRISINGLY, WHAT LITTLE CORROSION WAS CAUSED BY THE ARTIFACT'S IMMERSION IN SEA WATER THESE LAST FEW DAYS SEEMS NEGLIGIBLE AT WORST...

"MOREOVER, MY MODIFICATIONS TO THE ARTIFACT'S PRIMITIVE MICRO-PROCESSOR ARE NOW COMPLETE.

DOOM.

A WORD WITH YOU.

YES?

WE AGREED, ALL OF US, TO SHARE OUR RESOURCES WHEN WE EMBARKED ON THESE ACTS OF VENGEANCE AGAINST OUR MOST PERSISTENT FOES.

BY TRADING ENEMIES, WE HOPE TO WIN A LONG-DELAYED VICTORY OVER THE FORCES THAT OPPOSE US.

BUT FOR THIS PLAN TO SUCCEED, YOU EACH MUST FOCUS YOUR ENERGIES ON THE COMMON GOAL.

THIS YOU HAVE FAILED TO DO, DOCTOR.

FRANKLY, YOU SEEM OBSESSED WITH SPIDER-MAN'S PURPORTED "NEW POWERS"...

...AND I WONDER WHY?

IF I AM OBSESSED, IT IS WITH A DESIRE TO SEE THE WEB-SPINNER UTTERLY *DESTROYED*.

OBSERVE.

T.E.S.S.-ONE... STATE YOUR MISSION.

TOTAL ELIMINATION OF SUPER-SOLDIERS.

T.E.S.S.-ONE... IDENTIFY THE SUPER-POWERED BEING ON THE TELEVISOR MONITOR BEFORE YOU.

BEING IS SUPER-POWERED?

CORRECT.

IN FACT, BEING IS A *SUPER-SOLDIER.*

AND WHAT DOES YOUR PROGRAMMING REQUIRE YOU TO *DO* WHEN YOU ENCOUNTER A SUPER-SOLDIER, T.E.S.S.-*ONE*?

ELIMINATE!

KRASH

SATISFACTORY.

BUT WHAT WILL PREVENT THIS MACHINE FROM TURNING AGAINST *US*, DOOM?

DON'T CONCERN YOURSELF WITH *IMPOSSIBILITIES*, KINGPIN.

THE ARTIFACT IS UNDER MY *COMPLETE* CONTROL.

AND THAT, DEAR DOCTOR, IS *PRECISELY* WHAT CONCERNS *ME*.

LOWER MANHATTAN.

THE NEW SOHO LOFT APARTMENT OF PETER AND MARY JANE PARKER.

DARN. WISH PETER WERE HOME.

HANGING PICTURES ON YOUR OWN IS A ROYAL PILL--

THEN ALLOW ME.

EEE!

OH.

IT'S YOU.

"OH, IT'S YOU"?

WHAT KIND OF WELCOME IS THAT?

PETER, WE'VE BEEN IN THIS APARTMENT WEEKS NOW-- BUT OTHER THAN THE TIME WE SPEND ASLEEP, WE HAVEN'T SPENT AN HOUR ALONE TOGETHER SINCE WE MOVED.

SO EXCUSE ME IF MY DARLING HUBBY SEEMS LIKE A STRANGER, OKAY?

SORRY, MJ.

LIFE'S BEEN HECTIC LATELY.

BECAUSE OF THESE NEW POWERS--

RIGHT.

DID YOU KNOW, PEOPLE ACTUALLY HECKLED ME IN TIMES SQUARE TODAY?

I SAVED THEIR LIVES-- AND THEY ACT LIKE I WAS THE MENACE!

PETER, I SAW THAT BATTLE ON THE TV NEWS.

YOU WERE A MENACE-- OR AT LEAST YOU LOOKED LIKE A MENACE.

FACE IT, YOUR NEW POWERS CAN BE PRETTY OVER-WHELMING-- EVEN AT A DISTANCE.

HUH?

I DON'T BELIEVE THIS!

YOU SOUND AS IF YOU *AGREE* WITH THOSE ANTI-SUPER BEING *FANATICS*--

PETER, I NEVER SAID--

MY OWN *WIFE!*

SIDING WITH CREEPS AND *PROTO-FACISTS!*

PETER, THIS IS RIDICULOUS! YOU AREN'T *LISTENING* TO--

WHAT'S TO *HEAR?*

I EXPECT SUPPORT-- *COMPASSION*-- BUT YOU'RE LIKE ALL THE REST!

I'M *OUTTA* HERE!

PETER?

MY GOD... WHAT'S *HAPPENING* TO HIM?

MY GOD... WHAT'S *HAPPENING* TO ME?

I LOVE THAT WOMAN-- AND I PRACTICALLY CHEWED HER HEAD OFF-- FOR *WHAT?*

EVER SINCE I GOT THESE NEW POWERS, *ALL* MY REACTIONS HAVE BECOME HYPER-SENSITIVE!

MAYBE I BETTER GO HOME AND--

AAARRGH!

TALK ABOUT HYPER-REAC-TIONS!

ALONG WITH EVERYTHING ELSE, MY SPIDER-SENSE IS SO POWERFUL NOW--

-- I'M PRACTICALLY BLINDED WITH PAIN EVERY TIME IT WARNS ME OF DANGER!

MAKES ME WONDER WHICH IS WORSE-- THE THREAT OR THE ALARM?

UH-OH...

THIS TIME... DEFINITELY THE THREAT!

TARGET DETECTED.

EXECUTING PRIMARY PROGRAM DIRECTIVES:

ELIMINATE!

SHROOM

YOU KNOW, WORLD-- I'M GETTING JUST A WEE BIT *TIRED* OF THIS.

THE LAST FEW DAYS-- STARTING WITH *GRAVITON* AND *THE TRAPSTER*--

-- EVERY NUTBALL WITH A SUPER-POWER AND A PERSONALITY CONFLICT--

-- SEEMS TO HAVE CHOSEN *ME* FOR HIS OWN PERSONAL *THERAPY* BAG.

MY NEW POWERS MAKE IT PRETTY EASY FOR ME TO WHUP THESE BOZOS WITHOUT MUCH SWEAT--

-- SAME WAY I CAN TRANSFORM MY WEB-BING INTO WHATEVER I NEED TO *RESCUE* THESE INNOCENT BYSTANDERS--

--(IF YOU CAN CALL *ANYONE* WHO CHOOSES TO LIVE IN THIS CRAZY CITY AN INNOCENT ANYTHING)--

--BUT NONETHELESS--

--NONETHE-LESS--

-- MY PATIENCE IS *FRAYED.*

BETWEEN THE WAY PEOPLE I RESCUE *RUN* FROM ME LIKE *I* WAS THE MENACE--

-- AND THE WAY THESE WOODWORK-CRAWLERS KEEP *ATTACKING* ME--

--MY PERSECUTION COMPLEX IS GETTING A REAL *WORKOUT*-- eh?

OH, PLEASE GIVE ME A BREAK.

BRAK

BOOM

AND *ANOTHER* THING:

THWIPP

SEVERAL TIMES WHEN I'VE USED MY POWERS THE LAST FEW DAYS, I'VE HAD THE WEIRD *FEELING* THERE'S ANOTHER *PRESENCE* INSIDE ME!

" AS IF SOMEONE WERE *WHISPERING* IN MY EAR--

" -- I CAN HEAR A *VOICE*... BUT I CAN'T MAKE OUT WHAT THE VOICE IS *SAYING*!"

YOU WEB-SLINGING LUNATIC!

WHAT *RIGHT* DO YOU HAVE TO TURN *OUR* STREETS INTO A *BATTLEFIELD*?

:sigh:

THAT VOICE I CAN HEAR.

YEAH! THIS CITY WOULDN'T HAVE ANY TROUBLE IF IT WASN'T FOR CREEPS LIKE YOU!

DREAM ON, PAL. I'M THE LEAST OF THIS TOWN'S TROUBLE--

AARRGHH!

gasp

gasp

gasp

OKAY, ROBOT.

YOU WANNA FIGHT... HOP IN THE RING AND WE'LL GO A FEW ROUNDS.

MAYBE I'LL EVEN ENJOY THIS.

GUIDANCE SYSTEMS LOCKED ON TARGET.

SECONDS TO IMPACT... 3... 2... 1...

BTAM

SHEEEROOM

KRASH

ANY COMMENT?

GOOD.

I'M NOT IN THE MOOD.

JUDGING BY THE *LOOK* THOSE PEOPLE GAVE ME--

--ANY *GAINS* THOMAS FIREHEART'S PRO-SPIDEY P.R. CAMPAIGN MAY HAVE MADE FOR ME THESE LAST FEW WEEKS--

--JUST WENT *SMASH* INTO THE QUEENSBORO BRIDGE ALONG WITH THAT ROBOT.

FRANKLY, I COULDN'T CARE *LESS.*

THE WHOLE HUMAN RACE CAN GO SKINNY-DIP IN A *CESS POOL* FOR ALL I-- *huh?*

WHAT AM I SEEING?

IS THAT ROBOT REALLY *ABSORBING* THE BRIDGE SUPERSTRUCTURE TO REPAIR ITSELF?

OR HAVE I FINALLY GONE OVER THE EDGE INTO *WEBBY WONDER LAND?*

PROJECT POWER (PROGRESS REPORT): "AS PROGRAMMED, T.E.S.S.-*ONE* IS RESPONDING TO THE MODIFICATIONS IN ITS *DESIGN* IMPLEMENTED BY MY EQUIPMENT.

"THE ROBOT IS NOW CAPABLE OF *ABSORBING* ANY MATERIALS OR ENERGIES IT REQUIRES TO FULFILL ITS MISSION.

"ULTIMATELY, IN ITS EFFORTS TO DESTROY ITS TARGET, THE ARTIFACT WILL BE FORCED TO DRAW ON THE WEB-SPINNER'S *OWN ENERGIES* TO DEFEAT HIM.

"ONCE THOSE ENERGIES HAVE BEEN ASSIMILATED BY T.E.S.S.-*ONE*.....

"... I WILL MAKE THEM *MINE.*

OH, MY GOD-- THERE'S A *MAN* IN THAT CAR!

YAAAAHH!

DON'T-LET-ME-DIE DON'T-LET-ME-DIE DON'T LET-ME

OOOF!

HEY! I'M ALIVE!

SO YOU ARE.

DO ME A FAVOR. WHEN PEOPLE ASK, REMEMBER WHO *SAVED* YOU. I COULD USE THE GOOD-WILL.

SURE, SURE. WHATEVER--

JUST WATCH THE *PAINTJOB*, WILLYA?

I GIVE UP.

WOULD ONE LITTLE EXPRESSION OF *GRATITUDE* BE TOO MUCH TO HOPE FOR?

=EEEE= DON'T HURT ME, SPIDER-MAN! PLEASE DON'T HURT ME!!

SPIDER-MAN AND THAT *ROBOT*-- THEY'RE TRYING TO *KILL US!*

THAT'S *IT.*

I'VE *HAD* IT.

NO MATTER WHAT I DO, PEOPLE THINK I'M A MENACE. EVEN MY OWN WOMAN.

OKAY, *FINE.*

THEY WANT A MENACE--

-- I'VE GOT YOUR *MENACE* RIGHT *HERE!*

KABOOM

WONDERFUL.

NOW I NEED A NEW PAIR OF GLOVES.

UH-OH.

LISTEN--ABOUT THAT *MENACE* CRACK--

--I WAS ONLY *KIDDING!*

... I WAS ONLY KIDDING...

EPILOGUE:

PROJECT POWER (PROGRESS REPORT): "EVENTS HAVE OUT-PACED EXPECTATIONS.

WHAT A LOUSY BREAK, EH?

WE JUST FINISH *REFURBISHING* THE BRIDGE UPPER ROADWAY--

-- AND NOW SOME JERK SUPER HERO *WRECKS* IT AGAIN!

"RETRIEVING THE ARTIFACT THIS TIME IS *SIMPLICITY* ITSELF.

"A HOMING DEVICE IN THE MODIFIED SKULL-CASING LEADS ME AT ONCE TO MY TARGET.

"TELEMETRY READ-OUTS *CONFIRM* MY CALCULATIONS.

"THE ARTIFACT HAS ABSORBED A *QUANTITY* OF THE ENERGIES SPIDER-MAN EXPENDED DURING THE CLIMACTIC STAGE OF BATTLE.

"INSUFFICIENT TO ALLOW *T.E.S.S.-ONE* THE OPTION TO RE-CONSTRUCT ITSELF, PERHAPS--

"-- BUT MORE THAN ADEQUATE FOR *MY* NEEDS, I THINK.

SUPER HEROES-- *HA!* ASK ME, THEY REALLY *ARE* A MENACE.

NO SKIN OFF *MY* SNOUT, MAC.

ME, I *LIKE* OVERTIME PAY.

PROJECT POWER (REPORT, CONTINUED): "WITH THE POWER STORED IN THE ARTIFACT'S SKULL-CASING, I WILL SOON ACHIEVE MY *DESTINY.*

"FOR POWER *IS* DESTINY...

"... AND DESTINY IS *DOOM.*"

TO BE CONTINUED IN WEB OF SPIDER-MAN #61 AND CONCLUDED IN AMAZING SPIDER-MAN #329. NEXT ISSUE: HOBGOBLIN!

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THE NON-MUTANT™ COSMIC SUPER HERO!®

WEB OF SPIDER-MAN™

ACTS of VENGEANCE!™

THIS STINKS!

MUSHYNSKY

ROASTED BY DRAGON MAN!™

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

ONCE UPON A TIME, HE THOUGHT POWER WOULD MAKE HIM HAPPY.

THEY HATE ME!

ONCE UPON A TIME, HE THOUGHT POWER WOULD SOLVE HIS PROBLEMS, ALL AT ONCE, FOREVER AND EVER.

ALL I WANT TO DO IS HELP THEM— AND THEY'RE SCARED TO DEATH OF ME!

ONCE UPON A TIME...

THEY ACT LIKE I'M SOME SORT OF MONSTER...

AND MAYBE I AM.

DRAGON IN THE DARK

GERRY CONWAY WRITER · ALEX SAVIUK PENCILER · KEITH WILLIAMS INKER · RICK PARKER LETTERER · BOB SHAREN COLORIST · JIM SALICRUP EDITOR · TOM DEFALCO EDITOR IN CHIEF

BUT IT'S NOT MY FAULT!

I DIDN'T ASK FOR THIS WEIRD NEW POWER INSIDE ME! HECK, I DON'T KNOW WHAT IT IS-- OR WHAT IT CAN DO--

-- OR EVEN HOW TO CONTROL IT!

I JUST WISH FOR SOMETHING-- LIKE A LIGHTNING BOLT-- AND IT HAPPENS--

-- AND I DON'T KNOW WHY!

SHAKOOM

I'VE ALWAYS THOUGHT, "WITH GREAT POWER MUST COME GREAT RESPONSIBILITY!"

BUT WHAT IF YOU HAVE TOO MUCH POWER?

WHAT IF THAT POWER IS JUST TOO MUCH RESPONSIBILITY?

AUNT MAY WAS RIGHT! NO HUMAN BEING SHOULD HAVE TO CARRY A BURDEN LIKE THIS!

I QUIT!

ONCE UPON A TIME, HE THOUGHT HE **UNDERSTOOD** THE WORLD AND HIS PLACE IN IT.

ONCE UPON A TIME...

SPIDER-MAN'S MASK?

WHAT ON EARTH--?

HMMMM...

WHAT WILL MY *ASSOCIATES* MAKE OF THIS...?

IT'S A FAKE.

AN OBVIOUS FRAUD.

SINCE WE BEGAN THESE ACTS OF VENGEANCE-- TRADING ENEMIES TO GAIN ADVANTAGE OVER OUR LONG-TIME FOES--

-- SPIDER-MAN HAS REMAINED THE ONE HERO WHO CONSISTENTLY DEFIED OUR ATTEMPTS AT HIS DESTRUCTION.

PRECISELY. WHY SHOULD HE RESIGN THE GAME NOW?

IT MAKES NO SENSE, WIZARD.

I CAN ONLY REPORT WHAT I WITNESSED, KINGPIN.

EVEN AT A DISTANCE, THROUGH A STORM, I HEARD HIM BABBLE SOMETHING ABOUT "TOO MUCH RESPONSIBILITY"--

BAH.

HE CAN'T QUIT.

I WON'T ALLOW HIM TO QUIT.

NOR WILL I-- AND THIS MASK WILL HELP US FIND HIM, AND ULTIMATELY, DESTROY HIM.

EH? THAT MASK?

WHAT ARE YOU GOING TO DO, FOOL-- TRACK THE WEB-SLINGER WITH A BLOOD-HOUND?

THIS IS ABSURD.

WASTE TIME WITH JESTS IF YOU LIKE, MAGNETO. DOOM, FOR ONE, HAS NO PATIENCE FOR THIS DRIVEL.

WHEN YOU'RE READY TO TAKE ACTION ON A SCALE BEFITTING OUR COMBINED RESOURCES, *SUMMON* ME.

UNTIL THEN, DO AS YOU WILL -- BUT WITHOUT *ME*.

I HAVE A CRITICAL PROJECT NEARING *COMPLETION* IN MY LAB.

WHAT *SORT* OF PROJECT, DOCTOR DOOM?

AND HOW, I WONDER, WILL IT AFFECT *MY* PLANS...?

A *BLOODHOUND*, MAGNETO?

YOU'RE NOT FAR OFF.

GENTLEMEN, IN MY CAPACITY AS LEADER OF *THE FRIGHTFUL FOUR*--

-- I'VE WORKED WITH *MANY* PARTNERS.

EACH WAS A *WORTHY* WARRIOR IN HIS OR HER OWN RIGHT.

BUT *NONE*, I THINK YOU'LL AGREE, IS AS *PHYSICALLY INTIMIDATING* AS THIS, OUR MOST RECENT ADDITION--

--THE ARTIFICIAL CREATURE KNOWN ONLY AS *DRAGON MAN.*

IN HIS NORMAL STATE, HE'S AS HARMLESS AS AN OVERSIZED *KITTEN.*

I EMPHASIZE-- IN HIS *NORMAL* STATE..

BUT UNDER *MY* CONTROL, AND WITH CERTAIN *ENHANCE-MENTS* TO HIS BIONIC METABOLISM--

--HE BEARS AS MUCH *RESEMBLANCE* TO A KITTEN AS *TYRANNOSAURUS REX* BEARS TO YOUR DEAR DEAD GRANDMOTHER'S PET *PARAKEET.*

TAKE THE *SCENT,* MY PET.

GO *FETCH.*

SNIFF SNIFF

SOHO: ONCE UPON A TIME, SOUTH OF HOUSTON STREET WAS AN INDUSTRIAL DISTRICT, AS BLEAK AND COLD AS A DESERTED FACTORY AFTER DARK...

BUT THEN THE ARTISTS CAME TO SOHO, NOT SO MANY YEARS AGO, DRAWN BY LOFTS LARGE ENOUGH TO DOUBLE BOTH AS STUDIOS AND HOMES...

...AND RENTS CHEAP ENOUGH TO FIT A STARVING BUDGET.

ONCE UPON A TIME.

THE STARVING ARTISTS DON'T LIVE IN SOHO ANYMORE, DRIVEN AWAY BY RISING RENTS AND A CHANGING COMMUNITY.

PETER PARKER AND HIS WIFE COULDN'T LIVE HERE EITHER, IF IT WEREN'T FOR THEIR FRIENDS, LIZ AND HARRY OSBORN.

HARRY OWNS THE BUILDING WHERE THE PARKERS LIVE, AND GIVES THEM A BREAK ON THE RENT.

AFTER TOO MANY MONTHS IN HIS AUNT MAY'S BOARDING HOUSE, PETER THINKS, HAVING HIS OWN PLACE SHOULD FEEL LIKE A DREAM COME TRUE...

Peter-
Remember, we're meeting Kristy for dinner at Queen Medical Center
See You there?
M.J.

AND SO IT DID, ONCE UPON A TIME.

TODAY IT FEELS LIKE ONE MORE BURDEN TO CARRY...

...ONE MORE RESPONSIBILITY TO OVERWHELM HIM.

HI, LIZ.

HEY, NORM--HOW'S LIFE IN NURSERY SCHOOL? MEET ANY FABULOUS BABES?

DON'T BE SEXIST, PETER.

I'M GLAD I RAN INTO YOU. WOULD YOU AND MARY JANE BE WILLING TO *SIT* NORMAN SOME EVENING?

VROOMM BZZZZTPT! SPTTBLLBST!

VOOOOM-CRASH!

BABYSIT? I'LL ASK MARY JANE, BUT I'M SURE WE'D LOVE IT.

GREAT. HARRY AND I HAVEN'T SEEN A GROWN-UP MOVIE IN A THEATER IN I DON'T KNOW *HOW* LONG.

VOOOM-BOOM!

PETER--ARE YOU OKAY?

JUST TIRED, LIZ.

JUGGLING CLASSES AT *EMPIRE U* AND PHOTO ASSIGNMENTS FOR *THE DAILY BUGLE*... I'M BEAT.

YOU SEEM A LITTLE *DOWN*...

SEE YOU LATER, OKAY? GOTTA TAKE THE SUBWAY TO QUEENS. I'M MEETING *MJ* AND HER COUSIN KRISTY.

TIRED, MY FOOT. I'VE KNOWN PETER SINCE *HIGH SCHOOL*.

HE'S *DEPRESSED*--

--BUT IF HE WON'T TALK ABOUT IT, I CAN'T--

HUH?

THOUGHT I *SAW* SOMETHING FROM THE CORNER OF MY EYE.

MUST'VE BEEN MY IMAGINATION.

C'MON, SWEETIE.

MOMMA'S GONNA TEACH YOU HOW TO ORDER *PIZZA*.

VOOOOOM-

--TABOOM!

ONCE UPON A TIME, THERE WERE **DRAGONS** IN THE LAND...

GREAT WINGED BEASTS WHO BREATHED **FIRE** AND ATE **MAIDENS** AND DIED ON THE LANCES OF MIGHTY ARMORED **HEROES**.

SNIFF SNIFF

SNIFF SNIFF?

SNIFF?

SNIFF SNIFF? SNORT

SNIFF SNIFF SNIFF

ONCE UPON A TIME...

SPRING STREET STATION, I.R.T. UPTOWN.

I DIDN'T *ASK* FOR THESE POWERS.

IF I CAN'T HANDLE THEM, THAT ISN'T *MY* FAULT.

ALL I WANT IS A *LIFE* LIKE ANYONE ELSE.

KEITH WILLIAMS WAS HERE

RIDE THE SUBWAY, GO TO SCHOOL, LOVE MY WIFE, BABYSIT A KID...

A NORMAL LIFE.

IS THAT SO MUCH TO HOPE FOR--?

≡OWWWW!≡

SPIDER-SENSE SHRIEKING! DANGER! COMING THIS WAY!

KKKRAAAK

KAROOM

SNIFF SNIFF

DRAGON MAN?

SNORT

THE WAY HE'S SNIFFING--HE MUST'VE TRACKED MY SCENT!

BUT WHY?

UH-OH. WONDERING WHY CAN WAIT! HE'S TAKING A DEEP BREATH! THAT CAN ONLY MEAN--

FAWHOOM

INTERLUDE:

THE LAB OF VICTOR VON DOOM, ONCE AND FUTURE MONARCH OF LATVERIA.

RECORDING: PROJECT POWER, PROGRESS REPORT. MY PLAN TO SIPHON A PORTION OF SPIDER-MAN'S NEW-FOUND COSMIC ENERGY BY MEANS OF THE ROBOT, T.E.S.S.-ONE*--

--SEEMS TO HAVE SUCCEEDED BEYOND MY EXPECTATIONS.

SOON, A SHARE OF THAT POWER WILL BE MINE.

* AS REVEALED IN SPECTACULAR SPIDER-MAN #160. -- JIM

THEN I WILL HAVE NO NEED OF *ALLIES* TO COMPLETE MY PERSONAL *ACT OF VENGEANCE.*

THEN SHALL *DOOM* ACHIEVE HIS *DESTINY*...

UNFORTUNATE-- BUT HARDLY A *SURPRISE.*

OF THE CORE GROUP, DOCTOR DOOM WAS THE ONE I FELT LEAST ABLE TO *MANIPULATE.*

HIS WILL IS ALMOST THE EQUAL OF *MINE.*

I DO HOPE I WON'T HAVE TO *DESTROY* HIM...

INTERLUDE 2:

YOU KNOW, MARY JANE, EVER SINCE THAT *EXPLOSION* WITH MY PARENTS WHEN THEY CAME TO THE E.D.U.,* I'VE STARTED TO *UNDERSTAND* MYSELF--

QUEENS MEDICAL C

707

--BUT I GOTTA TELL YOU, THE STUFF COMING OUT OF MY HEAD IS PRETTY *BIZARRE.*

YOU SURE YOU WANNA *HEAR* THIS?

THAT'S WHY I'M HERE, KRISTY.

* EATING DISORDERS UNIT. -- JIM

WELL...

OKAY.

YOU MET MY MOM AND DAD, CUZ. HOW WOULD *YOU* DESCRIBE THEM?

UH, LET'S SEE-- YOUR DAD SEEMS *DOMINEERING*, YOUR MOM A LITTLE, WELL, *DISTANT*...

SAY IT, MJ, DAD'S A NAZI AND MOM'S A SPACE CADET.

NOTHING I DO IS *GOOD ENOUGH* FOR DAD--

--AND MOM SPENDS SO MUCH TIME IN HER PERSONAL *TWILIGHT ZONE*--

--I NEVER GET LOVE FROM *HER*, EITHER.

I THOUGHT THERE WAS SOMETHING WRONG WITH *ME*, SEE? IF I COULD BE *PERFECT*-- STAY IN *CONTROL*--

--THEN THEY'D *LOVE* ME, RIGHT?

WELL, THE ONLY THING I COULD CONTROL WAS MY *WEIGHT*.

BUT WHENEVER I DIETED, I FELT *MORE* DEPRIVED THAN EVER.

TILL I FOUND OUT ABOUT *BINGEING* AND *PURGING*.

UH, KRISTY...

EAT ALL YOU WANT, THEN THROW UP:

IT WAS, LIKE, THE *PERFECT* SOLUTION.

KRISTY--

I KEEP PUTTING *FOOD* ON YOUR TRAY, AND *YOU* KEEP TAKING IT OFF.

OLD HABIT. I HATE EATING IN *PUBLIC*.

MIDNIGHT FRIDGE BINGE, THAT WAS *MY* STYLE.

SPEAKING OF FOOD, MJ -- WHERE'S *YOUR* DINNER?

WHOOPS.

YOU WERE SO BUSY BEING WORRIED ABOUT *ME*--

--YOU FORGOT TO TAKE CARE OF YOURSELF.

GUESS WE BETTER GET BACK IN LINE AT THE *BEGINNING*, HUH?

SEVEN-TWENTY? THIS MORNING PETER AND I AGREED TO MEET HERE AT *SEVEN*.

HOPE HE DIDN'T GET TRAPPED IN *RUSH HOUR TRAFFIC*.

ONCE UPON A TIME, THERE WAS A DRAGON.

THIS DRAGON HAD NO NAME.

SNIFF SNIFF?

A THING OF CLAY, IT WAS RAISED TO LIFE BY THE CRAFT OF ALCHEMY.

GIVEN MOVEMENT BUT NO SOUL, IT HAD NO THOUGHTS, NO EMOTIONS...

SNIFF?

... OTHER THAN THE THOUGHTS AND EMOTIONS OF THOSE WHO CONTROLLED IT.

SNORT

THOSE WHO CONTROLLED THE DRAGON WERE ALWAYS EVIL MEN...

... AND SO THE DRAGON, TOO WAS EVIL...

SNIFF?

... IN THE WAY THAT ANY WEAPON IS EVIL, WHEN WIELDED WITH EVIL INTENT.

LOOKING FOR ME, ACETYLENE BREATH?

WHAM

SNUFF

I WANT YOU TO KNOW, YOU DIDN'T PICK A GOOD DAY TO GET ON MY *BAD* SIDE.

FRANKLY, I'M JUST ABOUT *FED UP* WITH--

FHOOSH

OKAY.

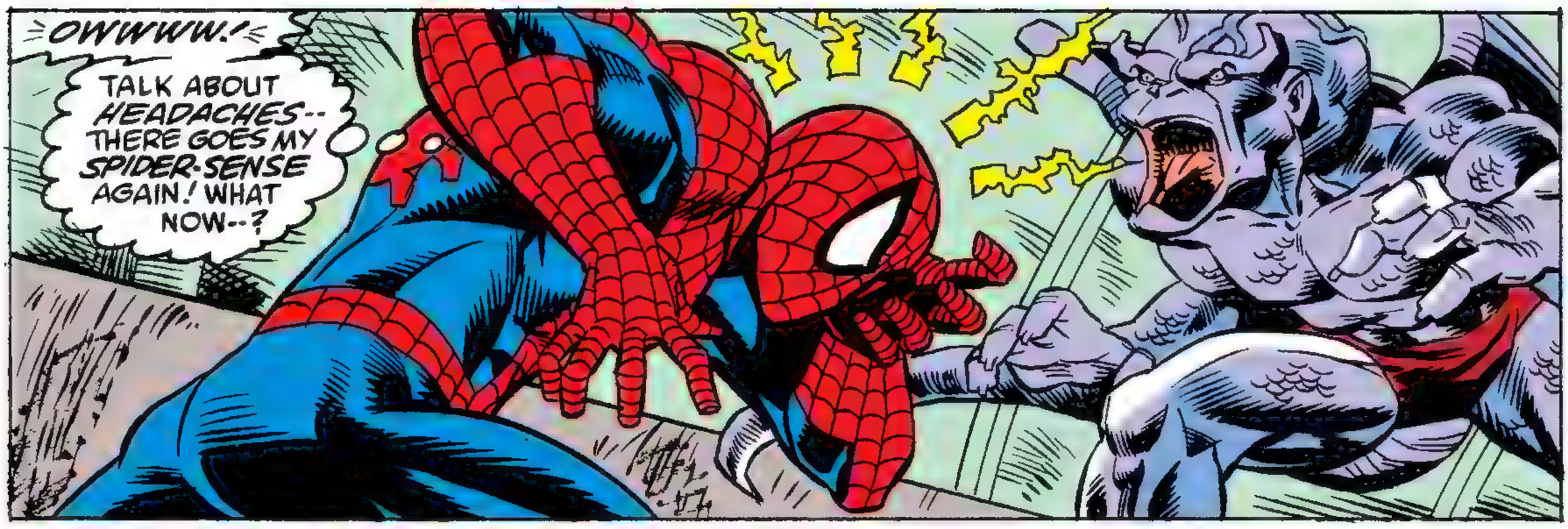
OKAY.

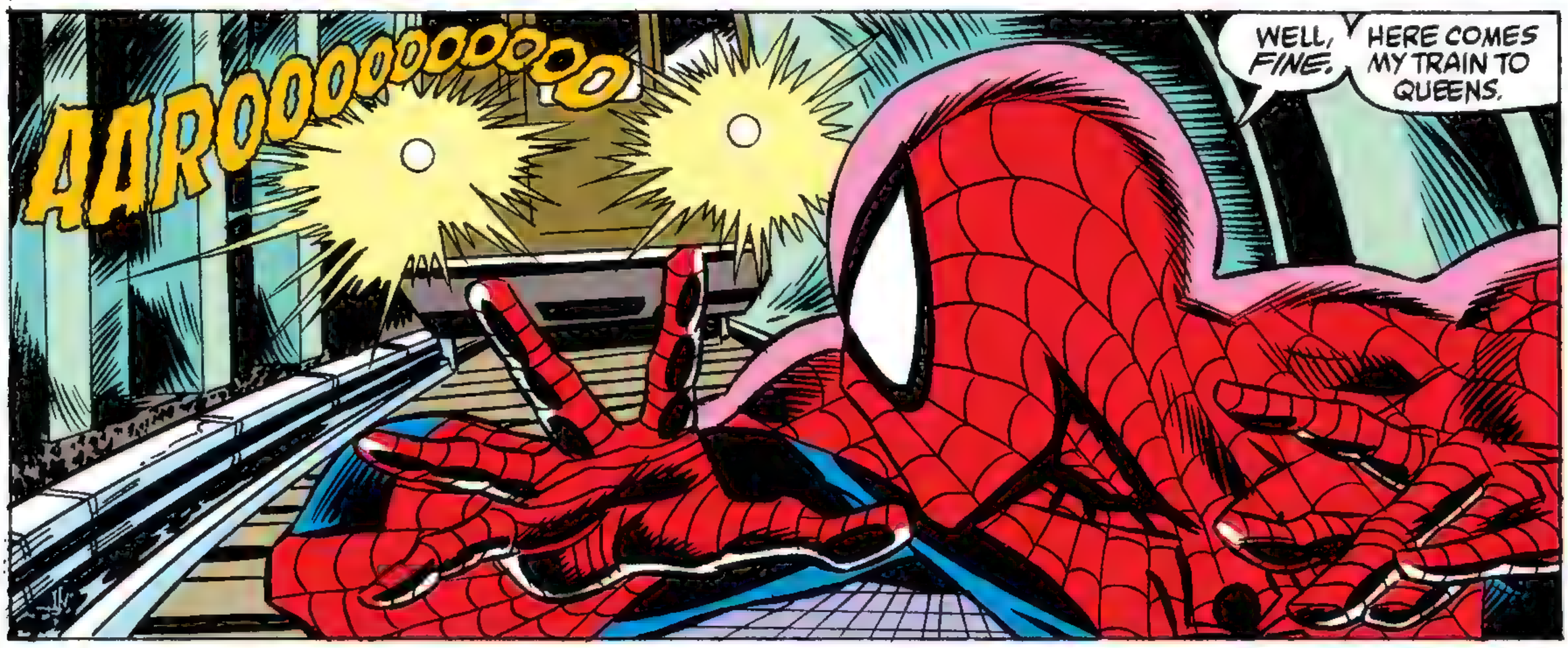
NOW I'M *REALLY* MAD.

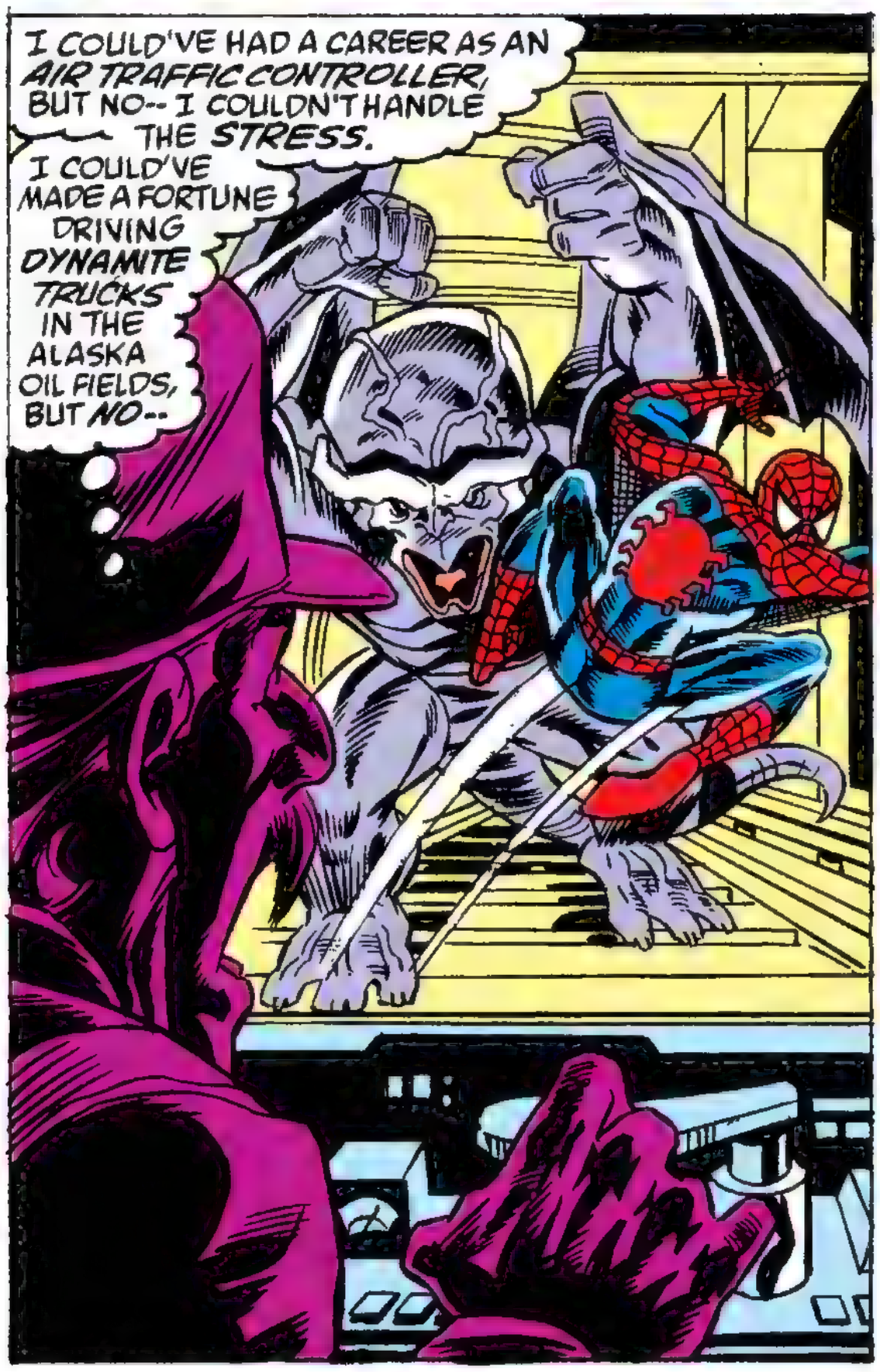
THIS IS THE *SECOND* TIME I'VE HAD TO WHIP UP A COSTUME OUT OF A FEW STRAY *MOLECULES* IN THE AIR AROUND ME.

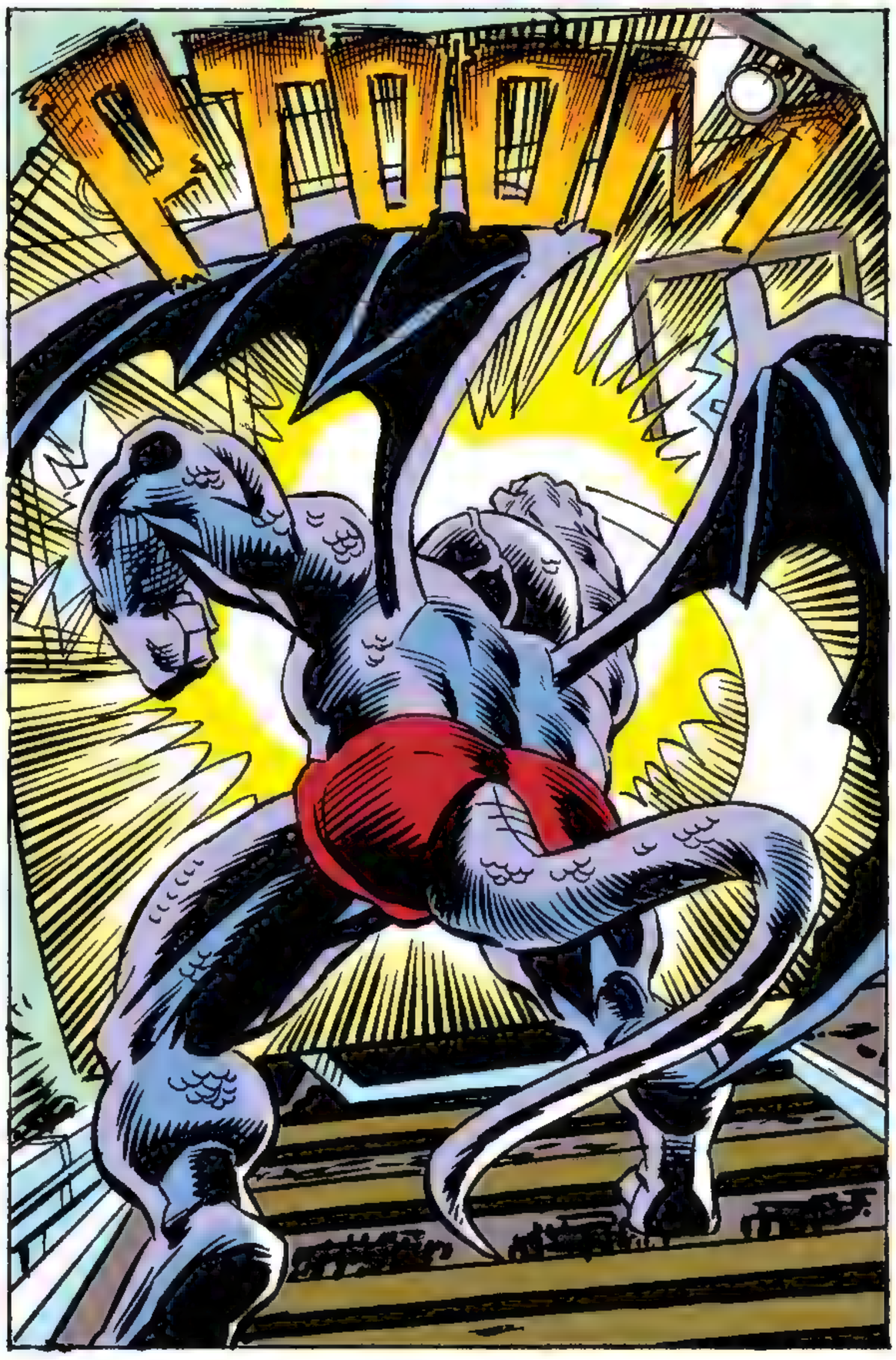
SOME PEOPLE MIGHT THINK THIS IS FUN.

ME, IT GIVES A *HEADACHE.*


OWWWW!
TALK ABOUT HEADACHES-- THERE GOES MY SPIDER-SENSE AGAIN! WHAT NOW--?


AAROOOOOOOOOO
WELL, FINE.
HERE COMES MY TRAIN TO QUEENS.


I COULD'VE HAD A CAREER AS AN AIR TRAFFIC CONTROLLER, BUT NO-- I COULDN'T HANDLE THE STRESS.
I COULD'VE MADE A FORTUNE DRIVING DYNAMITE TRUCKS IN THE ALASKA OIL FIELDS, BUT NO--


THUD

PTOOM PTOOM TOOM

DRAGON MAN IS SO BUSY POUNDING THE FRONT CAR OF THIS TRAIN -- LIKE A REFUGEE FROM SKULL ISLAND --

-- HE DOESN'T REALIZE I PROTECTED EVERYBODY INSIDE WITH AIR-BAG STYLE WEB-PILLOWS BEFORE HIS FIRST PUNCH EVEN CONNECTED.

NOT ONLY DOES DRAGON MAN HAVE THE PERSONALITY OF A PILEDRIVER, HE'S GOT THE BRAINS TO MATCH.

SNIFF

AH, HERE COME THE HAPPY PASSENGERS.

WHAT ELSE SHOULD I EXPECT FROM --

NO!

WE'VE DONE THE BARBECUE BIT *TWICE* ALREADY--

--AND TWICE WAS TWO TIMES TOO MANY FOR *THIS* WEB-SLINGER!

YOU WANT SOMETHING TO ROAST, ROAST *THIS*.

ONCE UPON A TIME, THERE WAS A DRAGON WHO TRIED TO BURN A SPIDER-WEB.

BUT NO MATTER HOW HOT HIS FLAME BECAME, OR HOW HARD HE **BLEW**...

... THE WEB JUST **WOULDN'T** BURN UP.

THE DRAGON WAS VERY SURPRISED.

PARTICULARLY WHEN HIS FLAME FINALLY SPUTTERED--

SPUT

POOF

-- AND WENT OUT.

ONCE UPON A TIME.

KRASH

WARM IN HERE, ISN'T IT?

LET'S GET SOME *FRESH* AIR.

YOU FIRST.

BA-

W-WHAT *IS* IT-- A *GAS MAIN EXPLOSION?*

NO! IT'S SPIDER-MAN!

OH, YEAH, *RIGHT*-- BLAME IT ON ME.

IGNORE THE BIG GRAY BEASTIE, *NEVER MIND* I JUST SAVED A TRAINLOAD OF COMMUTERS.

NONE OF IT WOULD'VE HAPPENED IF I HADN'T BEEN AROUND, RIGHT?

ISN'T THAT WHAT YOU'RE *THINKING?*

WELL, DON'T WORRY.

ONCE I DROP THIS BOZO AT *THE VAULT*, I'M OUTTA THE SUPER HERO BIZ *PERMANENTLY.*

IF I WANTED ABUSE LIKE THIS, I'D GET A JOB TEACHING *HIGH SCHOOL.*

THERE HE IS!

DON'T LET HIM GET AWAY!

YEAH! I WANNA *THANK* THE GUY!

IF IT WEREN'T FOR SPIDER-MAN, WE'D BE *DEAD!*

SPIDEY! CAN I HAVE YOUR *AUTOGRAPH?*

YOU'RE KIDDING!

SAVE ONE FOR ME!

THE WAY YOU STOOD UP TO THAT *MONSTER--*

-- I DON'T CARE WHAT *ANYONE* SAYS, YOU'RE A *HERO* IN MY BOOK!

*ONCE UPON A TIME, HE THOUGHT **POWER** WOULD MAKE HIM HAPPY.*

*ONCE UPON A TIME, HE THOUGHT **POWER** WOULD SOLVE HIS PROBLEMS...*

ALL RIGHT, NEW YORK!

...ALL AT ONCE, FOREVER AND EVER.

*NOW, IN HIS **HEART**, HE KNOWS IT CAN'T.*

*BUT JUST FOR A LITTLE WHILE, HE'S WILLING TO PRETEND IT **CAN.***

ONCE UPON A TIME...

OH, NO.

*I HOPED TO **FINISH** SPIDER-MAN WITH THIS ATTACK!*

*INSTEAD, I BROUGHT HIM BACK TO THE GAME AS AN **EAGER** PLAYER!*

GASP! WHEN THE *OTHERS* FIND OUT--

*"--THEIR NEXT **ACT** OF VENGEANCE--*

*"-- MAY BE AGAINST **ME!**"*

EPILOGUE THE FIRST:

PROJECT POWER (PROGRESS REPORT CRYPTO-CODED BY VICTOR VON DOOM):

"I'M READY."

"IN LESS THAN ONE MINUTE I WILL RECEIVE AN UNKNOWN DOSAGE OF UNEXPLAINED *ENERGY*.

"THE RESULT WILL BE *TRANSCENDENCE* TO A STATE OF POWER *GREATER* THAN THAT WHICH I ONCE STOLE FROM *THE SILVER SURFER*."

UNDER SUCH CIRCUMSTANCES, LESSER MEN THAN DOOM MIGHT FEAR *DEATH*.

THAT IS WHY THEY ARE *LESSER* MEN.

FIVE SECONDS TO ENERGY TRANSFER... THREE... TWO...

EH?

ZZZAP

CHAROOM

DESTROYED!

FROM THE LOOK OF IT, THE *CIRCUITS* OVERLOADED!

WERE IT NOT FOR MY PERSONAL *FORCE FIELD*--

-- WHICH I ACTIVATED ONLY AN *INSTANT* BEFORE THE EXPLOSION--

--DOOM *INDEED* WOULD HAVE MET DEATH THIS DAY!

BUT HOW WAS THIS *POSSIBLE?*

MY CIRCUITRY DESIGNS ARE FLAWLESS!

ERROR IS *INCONCEIVABLE!*

CLEARLY, THE ANSWER IS *SABOTAGE*. SOMEONE DARED BREAK MY GRASP ON *ULTIMATE POWER.*

WHEN I FIND OUT *WHO*, HE WILL FACE THE *WRATH OF* **DOOM!**

EPILOGUE THE SECOND:

SOHO.

HELLO? YES, THIS IS *ELIZABETH OSBORN--*

WHAT?

NO, *NO*-- I CAN'T-- *PLEASE* DON'T CALL AGAIN!

N-NOTHING, HARRY.

WHAT WAS ALL THAT ABOUT, HON?

JUST ONE OF THOSE AWFUL *TELEPHONE SALESMEN* PITCHING TIME-SHARE PROPERTIES IN NOVA SCOTIA.

I DON'T DARE TELL HARRY THE *TRUTH.*

AFTER ALL THESE MONTHS, THE MAN I FEAR MOST IN THE WORLD IS *OUT OF PRISON...*

"... AND HE SAYS HE WANTS TO COME *HOME.*"

NEED WE SAY? *TO BE CONTINUED...*

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AT LAST! THE SECRET OF SPIDEY'S COSMIC POWERS REVEALED!

the AMAZING SPIDER-MAN®

ACTS of VENGEANCE™ AFTERMATH!

ERIK LARSEN AND AL GORDON

INTRODUCING... THE TRI-SENTINEL!™

HE'S THREE, THREE--THREE SENTINELS IN ONE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

POWER PREY!

DAVID MICHELINIE WRITER

ERIK LARSEN PENCILER

ANDY MUSHYNSKY INKER

RICK PARKER LETTERER

BOB SHAREN COLORIST

JIM SALICRUP EDITOR

TOM DeFALCO EDITOR IN CHIEF

THREE DAYS AGO: A WAREHOUSE-SIZED LABORATORY AT THE EAST COAST HEADQUARTERS OF SHAW INDUSTRIES.

VERY IMPRESSIVE, BRUNSEN. VERY IMPRESSIVE, INDEED!

AND SEBASTIAN SHAW IS NOT EASILY IMPRESSED! BUT THESE PROTOTYPE SENTINELS HAVE SUCH POTENTIAL!

THEY COULD WELL BECOME THE CORNERSTONE FOR PROJECT NIMROD, THE SECRET GOVERNMENT PLAN FOR DESTROYING MUTANTS!

MY ONLY CONCERN IS THE NEW POWERS SPIDER-MAN HAS MANIFESTED OF LATE. FROM REPORTS, THEY MIGHT CHALLENGE EVEN A SENTINEL!

AND SINCE SPIDER-MAN HAS BEEN KNOWN TO AID MUTANTS IN THE PAST...

WE'RE WORKING ON THAT, SIR. AS YOU INSTRUCTED, OUR INTELLIGENCE STAFF HAS GIVEN TOP PRIORITY TO FINDING THE CAUSE OF SPIDER-MAN'S TRANSFORMATION.

AND THEY'VE JUST DISCOVERED THAT A DR. MAX LUBISCH WAS CONDUCTING EXPERIMENTS AT EMPIRE STATE UNIVERSITY AT ABOUT THE SAME TIME THAT SPIDER-MAN'S NEW POWERS FIRST APPEARED.

EXPERIMENTS CONCERNING UNKNOWN ENERGY FIELDS!

AH. VERY GOOD, BRUNSEN. PERHAPS...

...I SHOULD HAVE A LITTLE 'TALK' WITH THIS DR. LUBISCH.

AND IF LUBISCH HAS A BRAIN IN HIS HEAD, HE'LL BLOODY WELL LISTEN!

NOW: THE SOHO LOFT LEASED BY PETER PARKER AND HIS WIFE, MARY JANE...

I DON'T CARE IF YOU'RE MARRIED! I LOVE YOU! AND I'M GOING TO HAVE YOU!

I KNOW YOU'RE USED TO GETTING WHAT YOU WANT, SYBIL, BUT THIS TIME YOU'RE NOT GOING TO WINE! I- I MEAN, *WIN!*

GUESS IT'S OBVIOUS WHO THE *REAL* ACTOR IN THIS FAMILY IS!

HEY, HON, NO PROBLEM!

AW, DARN IT, MJ! I'M SORRY.

YOUR HELPING ME LEARN LINES FOR MY PART IN "SECRET HOSPITAL" IS A *HUGE* HELP! REALLY!

WE JUST NEED A BREAK, THAT'S ALL.

I DOUBT IT'LL HELP.

MY GRADUATE STUDIES HAVE SUFFERED, MY SOCIAL LIFE IS NIL.

I CAN'T STOP WONDERING HOW I *GOT* THESE NEW ABILITIES.

YOU KNOW, TAKING A LITTLE *SPIN* ALWAYS HELPED CLEAR YOUR HEAD BEFORE.

I CAN'T SEEM TO CONCEN-TRATE ON *ANYTHING* SINCE MY SPIDER-MAN POWERS WENT SCREWY!

OR MORE IMPORTANTLY, *WHY!*

MAYBE IT'LL DO THE TRICK *THIS* TIME.

MARY JANE, IF THERE WAS A CATEGORY ABOVE "PERFECT," YOU'D BE A CHARTER MEMBER!

AND SOON, RISING SLOWLY TO MEET THE SOUTH MANHATTAN SKYLINE...

THWIPP

WE'VE COME A LONG WAY, SWEETHEART. TIME WAS, I'D *CRINGE* AT THE THOUGHT OF YOUR GOING OUT AS SPIDER-MAN. NOW, I'M *SUGGESTING* IT!

BUT I GUESS THAT'S PART OF MAKING A MARRIAGE WORK-- PUTTING YOUR *PARTNER'S* NEEDS BEFORE YOUR OWN.

EVEN IF THEY SCARE YOU *SENSELESS*!

THREE HOURS AGO: A PHYSICS LAB AT EMPIRE STATE UNIVERSITY...

IS THAT *ENERGY PROJECTOR* NEARLY READY, DR. LUBISCH?

I'M WORKING AS FAST AS I *CAN*, SHAW!

BUT THERE'S NO GUARANTEE THAT TRAINING THIS MECHANISM ON *SPIDER-MAN* WILL NEGATE HIS NEW POWERS!

THERE'S NO PROOF THAT MY EXPERIMENTS ARE EVEN *REMOTELY* LINKED TO SPIDER-MAN AT ALL!

WE'LL NEVER KNOW UNTIL WE *TRY*, eh, DOCTOR?

CONFOUND IT! I'M SICK OF THIS BULLYING! DON'T KNOW WHY I LET YOU ORDER ME AROUND IN THE *FIRST* PLACE!

NO? COULD IT BE THAT *ODD RUMOR* MY RESEARCH STAFF UNEARTHED? ABOUT THE RATHER UNORTHODOX *EXPERIMENT* THAT COST YOU YOUR POISTION IN HEIDELBERG?

MESSY BUSINESS, THAT.

BE A PITY IF THE UNIVERSITY'S *BOARD OF DIRECTORS* WERE TO HEAR OF IT... HMMM?

Y-YES...

-gulp-

Y-YES, IT WOULD.

I'M GLAD WE UNDERSTAND EACH OTHER, DOCTOR.

CARRY ON.

NOW: MANHATTAN.

GIMME MONEY.

EAT AT JOE'S

AH'M HONGRY.

YO

YEEEEEEP..!

?!

?!

A SIMPLE MUGGING. WHY DO I BOTHER?

NEVER FLIED BEFO'.

DON' MUCH LIKE IT.

I MEAN, I COULD MAYBE SAVE THE WORLD! WHY DO I WASTE TIME SAVING NOBODIES?

LORD, WHAT AM I SAYING? I MAY HAVE GODLIKE POWER-- BUT I SURE DON'T HAVE GODLIKE WISDOM.'

"SHEESH! AND I THOUGHT LIFE WAS COMPLICATED WHEN I ONLY HAD SPIDER-POWERS!"

I'M A BAAD BOY.

POLIC

BIRDIES?

TH-THINK I GONNA WOOF--!

I CAN'T JUDGE WHO DESERVES TO BE SAVED AND WHO DOESN'T.'

I IN TIME FO' LUNCH?

HOWEVER, LIFE IS ABOUT TO BECOME EVEN **MORE** COMPLICATED! FOR AT THAT MOMENT, BLOCKS AWAY...

HE SURVIVED! SPIDER-MAN ACTUALLY **SURVIVED** THE WRATH OF **GRAVITON!** *

* IN ISSUE # **326**. -- J.S.

BUT WHILE THOSE WHO EMPLOYED ME HAVE SINCE ***DIS-BANDED***, * I DETEST LEAVING THINGS HALF-DONE! LAST TIME, I DREW THE WRETCHED WALL-CRAWLER OUT BY CAUSING A ***SKY-SCRAPER*** TO FLOAT FREE ABOVE THE CITY!

*SEE **WEST COAST AVENGERS #55**—J.S.

BUT WHY REPEAT MYSELF? IF I'M PATIENT, ***HE*** MIGHT COME TO ***ME!*** I'LL ALTER THE WEIGHT OF CERTAIN MOLECULES, CREATE A DENSE ***FOG*** TO ASSURE MY PRIVACY--

-- AND SEE WHAT ***FATE*** MAY BRING!

THREE MINUTES AGO: FATE PROVES A RASCAL...

MY "ACTS OF VENGEANCE" HAVE FAILED! THE FOOLISH MORTALS E'EN BELIEVE ME SLAIN!

THE ***AVENGERS*** HAVE THWARTED MY BRILLIANT PLAN!

BUT THAT DOESN'T MEAN THAT ***LOKI*** MUST ***EMBRACE*** SUCH A DISMAL FINALE!

NO, NOT WHEN I CAN LEAVE THEIR PITIFUL HOME PLANET--

-- A LITTLE ***SOMETHING*** TO ***REMEMBER*** ME BY!

WHA--? THE SENTINELS! TH-THEY'RE MOVING!

THAT'S IMPOSSIBLE!

THEIR POWER ISN'T ON!

HEADING STRAIGHT FOR EACH OTHER! STARTING TO GLOW! THEY--

FA-

SYSTEMS CHECK COMPLETED. UNIT ON-LINE AND FUNCTIONING.

REPROGRAMMED PRIME DIRECTIVE OPERATIONAL.

SP A-

WE'RE DOOMED!

THEY'VE MERGED! F-FORMED SOME SORT OF TRI-SENTINEL!

KRASH

WE'RE NOT DOOMED?

NOW:

OUCH!

SPIDER-SENSE IS SUPPOSED TO WARN OF DANGER!

BUT IT'S GOTTEN SO BLASTED SENSITIVE, IT EVEN TINGLES WHEN A RAINDROP FALLS TOWARD ME!

"BUT THOSE SIRENS MY ULTRA-HEARING IS PICKING UP MUST MEAN SOMETHING!

"I'LL JUST ZOOM IN WITH MY TELESCOPE VISION AND--

"-- AW, GEEZ! SOME KIND OF ROBOT! HEADING FOR LONG ISLAND!

"STRAIGHT FOR THE AMITY POINT NUCLEAR PLANT!"

WEBLINES NOT FAST ENOUGH! MUCH AS I HATE IT, I'LL HAVE TO FLY TO--

AGGGGH!

S-SPIDER-SENSE ROARING! SOMETHING'S WRONG! I-I FEEL--

HEAVY? THAT'S BECAUSE I'VE INCREASED YOUR GRAVITY TO WHAT IT WOULD BE AT THE EARTH'S CORE!

HAPPY LANDING!

I DON'T HAVE TIME FOR THIS!

SHRA-

ZACK

CHRANSH

BU HOA NK

GRAVITON?

THAT FLASH OF LIGHT--?

YES! THERE!

KEEP HIM IN SIGHT, CARLSON! GET CLOSE!

LUBISCH! PREPARE THE ENERGY PROJECTOR!

UUUUUUUUHH, PERHAPS...I-IN THE FUTURE... I SHOULD CONCERN MYSELF WITH LESS *FORMIDABLE* OPPONENTS! L-LIKE...

...GALACTUS?

EEEYAAAHH!

SPIDER-SENSE! L-LIKE A *BUZZ SAW!* R-RIPPING MY HEAD APART!

SO STRONG, C-CAN'T EVEN TELL WHERE THE DANGER'S *COMING FROM!*

NOW, LUBISCH!

ACTIVATE THE PROJECTOR... *NOW!*

S-SOMETHING'S HAPPENING!

I'M CHANGING!

I'M *REMEMBERING!*

I'M--

-- CAPTAIN UNIVERSE???

WHENEVER GRAVE DANGER FACES HUMANKIND, SOMETHING CALLED THE *ENIGMA FORCE* CHOOSES A CHAMPION! IMBUES HIM OR HER WITH THE POWER AND IDENTITY OF *CAPTAIN UNIVERSE!* I KNOW THAT NOW!

JUST AS I KNOW THAT ROBOT IS CALLED A *TRI-SENTINEL!* THE ENIGMA FORCE FORESAW IT AND CHOSE *ME* TO FIGHT IT!

BUT DR. LUBISCH'S EXPERIMENTS *BLOCKED* SOME OF THE ENERGY DURING THE TRANSFER! SO I GOT THE *POWER* WITHOUT THE *AWARENESS!*

NOW SOMETHING'S CHANGED THAT! AND I'M NOT SURE I *LIKE* IT!

I DON'T APPRECIATE BEING "ASSIGNED" TO BATTLE! BUT--NUTS!

I CAN'T LET THAT OVERGROWN GOBOT TRASH A NUCLEAR POWER PLANT! KILL *THOUSANDS* OF PEOPLE!

THIS IS *NOT* WHAT I HAD IN MIND! FOLLOW HIM! PREPARE FOR A *SECOND ASSAULT!*

ALERT: THIS UNIT IS UNDER ATTACK.

UH-OH! HE'S GOT EYES IN THE BACK OF HIS HEAD!

LITERALLY!

NOW HE'S LETTING LOOSE WITH ENERGY BOLTS FROM SIX HANDS AT ONCE! YEAH, WELL--

--CAP'N SPIDER-MAN'S GOT A FEW TRICKS UP HIS *OWN* SLEEVE THESE DAYS!

ZANSH

DARN! BLOCKING MY SHOTS WITH SOME SORT OF *ENERGY SHIELD!*

HAVE TO TRY ANOTHER TACTIC!

LIKE LOOPING *WEBS* AROUND HIM! THEN WHEN MY NEW POWERS TURN THEM TO *STEEL*, HE'LL--

-- SNAP THEM LIKE *DENTAL FLOSS*?!

YEESH!

KYRROP

PRITCH

SNEP

THIS GUY'S THROWING MORE PUNCHES THAN *TYSON* ON A GOOD NIGHT! GOT TO KEEP DODGING UNTIL I CAN--

--OH, NO!

HE'S CRACKED A *CONTAINMENT* TOWER!

SPRAGK

NO *IMMEDIATE* DANGER--

--BUT I'D BETTER *RESEAL* IT BEFORE IT GETS WORSE!

SPIDER-SENSE RAGING! WARNING ME TO *GETAWAY!*

HAVE TO HOLD OFF, IGNORE MY INSTINCTS UNTIL I FINISH REPAIRS! EVEN IF THAT MEANS GETTING--

--CAUGHT?

WAIT! THAT THING SPIDER-MAN IS *FIGHTING!* IT...I-IT LOOKS LIKE--

--OH, MY DEAR LORD...!

BRUNSEN! TELL ME THE SENTINELS ARE STILL WITH YOU IN THE LAB!

WELL, ACTUALLY, MR. SHAW, WE'VE HAD A LITTLE PROBLEM--

YOU'RE FIRED!

HITTING ME WITH SOME SORT OF *GAS!* IF IT WASN'T FOR THE *CAPTAIN UNIVERSE* POWER, I'D BE OUT COLD BY NOW!

BUT THE ENIGMA FORCE AUGMENTS *ALL* OF MY ABILITIES, INCLUDING MY SPIDER-STRENGTH!

I CAN STILL BREAK FREE!

AND USE THE CONTROL I HAVE OVER MY WEBBING TO *FLUSH* THIS GUY DOWN THE DRAIN!

ALARM: POTENTIAL DANGER FROM MOISTURE-AFFECTED SHORT CIRCUIT DISABILITY.

INITIATING HYPER-COLD BEAM RESPONSE.

DANGER ELIMINATED.

-Pak-

-Lak-

KLASH

NO CHOICE! GOT TO DO THIS ONE-ON-ONE! START RIPPING HIS GUTS OUT--

-- AND HOPE THAT *STOPS* HIM BEFORE HE *RETURNS* THE FAVOR!

IMPEDING ANNOYANCE REMOVED.

≥whrnk?!≤

LOKI-COMMANDED PRIME DIRECTIVE NEARING FULFILLMENT.

NUCLEAR DEVASTATION: *IMMINENT.*

BLAST!

I WAS HOPING I WOULDN'T HAVE TO DO THIS...!

PLIK

WHA--? I-IT STOPPED!

STOPPED *COLD!*

WH-WHAT HAPPENED--?

IT'S CALLED CAREFUL PLANNING, DOCTOR.

SENTINELS ARE EXPENSIVE -- BUT HAVING ONE GO *ROGUE* COULD PROVE EVEN *MORE* COSTLY! SO, SINCE THE SENTINELS' PRIME PURPOSE IS TO DESTROY *MUTANTS*, I HID A PROGRAM IN AN INCONSPICUOUS LOOP IN THEIR LOGIC CIRCUITS--

--ONE DESIGNED TO CONVINCE THEM THAT, SINCE THEY'VE INHERITED ALTERED CHARACTERISTICS FROM THEIR OWN "ANCESTORS," THE ORIGINAL MARK I SENTINELS, THEY ARE IN EFFECT--

--MUTANTS THEMSELVES! I RELEASED THE LOOP WITH THE SIGNAL I TRANSMITTED IN THEORY, THAT MELDED MONSTER SHOULD DESTROY *ITSELF*.

BUT WHAT THE FORCES THAT CAUSED THE PROTOTYPES TO *MERGE* HAVE DONE TO THE ROBOTS' *LOGIC BOARDS* IS ANYONE'S GUESS!

ALL WE CAN DO NOW...

"...IS WAIT!"

GOT TO MAKE SURE IT DOESN'T *START* AGAIN!

CAN'T WAIT TO FIGURE OUT WHY THIS BEHEMOTH STOPPED!

AND FROM WHAT I'VE SEEN IN THE LAST FEW MINUTES, THAT'S GOING TO TAKE SOMETHING *SPECIAL*.

OKAY, ENIGMA FORCE, SHOW ME WHAT YOU'VE GOT!

ALL OF IT!

INSTANTLY, RAW, PURE POWER CRACKLES AROUND SPIDER-MAN, FLOWING FROM AN UNKNOWN SOURCE, FILLING HIS ACHING BODY WITH A MIGHT THAT THREATENS TO BURST HIM APART.

HE CRIES OUT, JOY WARRING WITH PAIN, AS ENERGY INFUSES HIS EVERY ATOM.

*IF NOT FOR HIS RADIATION-SPAWNED SPIDER-STRENGTH, HE'D BE A **CINDER** AT THIS VERY MOMENT.*

IN A MOMENT MORE, HE MAY BE ONE ANY-WAY!

IT'S MOVING AGAIN! SWINGING ON THE CONTAINMENT TOWER!

TRIPLED LOGIC CAPACITY MUST HAVE BEEN ABLE TO *REJECT* THE FAIL-SAFE LOOP!

GENTLEMEN... WE ARE ABOUT TO DIE.

NO.

YOU'RE NOT.

THANKS TO THE IRON WILL OF THE **AMAZING SPIDER-MAN.**

AND TO THE UNCATEGORIZABLE POWER OF **CAPTAIN UNIVERSE!**

IN THE DAYS THAT FOLLOW, PEOPLE WILL TALK OF STARS THAT BLAZED THE AFTERNOON SKY; THEY'LL SPEAK OF TREMORS THAT SHOOK THE GROUND LIKE A GIANT'S PASSING.

THEY'LL SPECULATE ON EARTHQUAKES AND METEORITES, ON SECRET EXPERIMENTS GONE AWRY. BUT FEW WILL GIVE THIS PHENOMENON THE ONE NAME IT **TRULY** DESERVES:

SALVATION!

I'M IMPRESSED.

THE ROBOT DISINTEGRATED, RENDERED TO *DUST!* RAMIFICATIONS COULD AFFECT *PROJECT NIMROD.* BUT, FOR NOW...

CARLSON? DROP DR. LUBISCH OFF AT *E.S.U.* THEN TAKE US HOME. AND WHILE YOU'RE AT IT--

--GET MY *INSURANCE PEOPLE* ON THE PHONE, WOULD YOU?

UUHHHHHH.

FEEL... DIFFERENT. I MEAN... *BESIDES* FEELING... HALF DEAD!

COSTUME'S... CHANGED BACK. BUT... HAVE I? I-I'LL TRY...

HNF! NOPE. C-CAN'T FLY... NOT AN INCH!

I'M BACK... TO *NORMAL!*

WELL... SORT OF! SO ZONKED...

THWIPP

...CAN'T EVEN SHOOT MY *WEBBING*... STRAIGHT!

SHOULD GO HOME... BUT MAYBE... I'LL JUST REST... A MINUTE...

...A WEEK...

...A YEA...

SIRENS SOON WAKE THE SLUMBERING HERO. HE HOBBLES AND HITCHES, EVENTUALLY WEB-SWINGING HIS WAY BACK TO MANHATTAN.

WHERE EVENTUALLY, TIME-- ALONG WITH A LOVING WIFE AND SUPER-HUMAN RECUPERATIVE ABILITIES-- HEAL HIS MASSIVE EXHAUSTION.

I CAN'T HELP THINKING I SHOULD HAVE DONE *MORE,* MARY JANE.

I MEAN, WITH ALL THAT POWER, I COULD HAVE STOPPED *KHADAFI!* ENDED *APARTHEID!*

SOMETHING!

STOP RAKING YOURSELF OVER THE COALS, HON. YOU *DID* MORE THAN MOST PEOPLE WOULD HAVE *TRIED!* AND MORE IMPORTANTLY--

--YOU DID EVERYTHING THAT YOU, PETER PARKER, *COULD* DO.

YEAH, I GUESS YOU HAVE A POINT--SHH!

ELEVATOR!

KNOCK, KNOCK!

HEY! *FLASH THOMPSON!*

GOT A SURPRISE FOR YOU GUYS! Y'KNOW THE TOUGH TIME I'VE HAD FINDING "*MS. RIGHT?*"

THAT'S HISTORY! I'VE FINALLY FOUND THE *PERFECT PARTNER!* PETE, MARY JANE, I'D LIKE YOU TO MEET--

--FELICIA HARDY!

WELL, C'MON, GUYS! SAY HELLO! WHAT'S THE MATTER?

CAT GOT YOUR TONGUE?

NEXT: MORE ON FELICIA "*BLACK CAT*" HARDY! *PLUS: THE PUNISHER* JOINS SPIDER-MAN ON A DEADLY HUNT IN...

THE POWDER CHASE!

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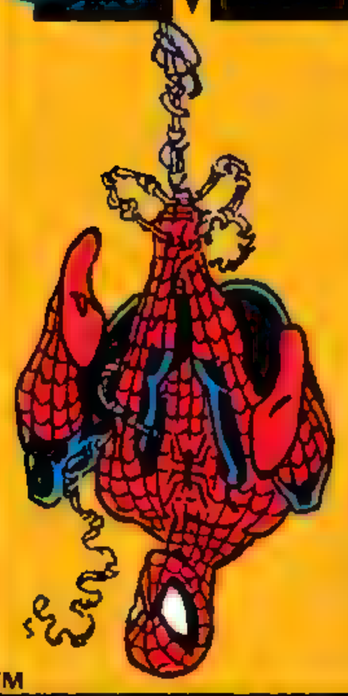

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AMAZING SPIDER-MAN

ERIK LARSEN 9·27·89

THE WAR GOES ON.

MAKING THIS A BUSY NIGHT FOR FRANK CASTLE. THE WEAPONRY IN HIS SOPHISTICATED BATTLE VAN HAD BEEN EXHAUSTED IN EARLIER SKIRMISHES--

--FORCING HIM TO STAND ALONE ON THIS ISOLATED NEW JERSEY ROAD, TO AIM A ROCKET-PROPELLED GRENADE AT A CAREENING PARAMEDIC AMBULANCE WITH SOLITARY DETERMINATION.

WEEEAAEEEAAEEEAAEEEEE

AS THE GENTS INSIDE QUICKLY NOTICE.

WHA--?! TH-THAT GUY'S POINTIN' A FREAKIN' BAZOOKA AT US!

SMOKE 'IM.!

BUT THE OCCUPANTS ARE RATTLED, PANICKED.

TO SAY NOTHING OF BEING LOUSY SHOTS.

BLAM BLAM BLAM

7165

THEY MISS.

CHOOM

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE POWDER CHASE

HE DOESN'T.

CHIRASH!

CHA!

YUMP

911

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LOOKS LIKE THE INFORMATION MICROCHIP GAVE ME WAS ON THE MONEY! THAT "AMBULANCE" WAS FERRYING COCAINE!

QUESTION IS, WHERE WAS IT BEING--

--EH? ONE OF THOSE "MERCY DRIVERS" HAS SOME FIGHT LEFT IN HIM!

BDAM BDAM

A FEW SILVERTIP HOLLOW-POINTS SHOULD REMEDY THAT!

KRAKRAKRAK

Unf!

NOW-- TALK.

N-NO PROBLEM, AMIGO! THIS HAUL'S JUST THE TIP O' THE ICEBERG!

I KNOW WHERE THERE'S ENOUGH "BLOW" TO FILL THE GRAND CANYON!

AN' WITH MY BRAINS, AN' YOUR GUTS, WE COULD--

WHAT THE--?

BDAM

BDAM BDAM

@#&%@! JERK MUST BE WEARIN' A KEVLAR VEST.

SHOULD'VE GONE FOR A HEAD SHOT IN THE FIRST PLACE!

KRAK

DRUG TRADE IN THE NORTHEAST HAS TAKEN A STRANGE TURN LATELY.

I WAS HOPING ONE OF THOSE COURIERS WOULD BE ABLE TO SHED SOME LIGHT ON THINGS. BUT I GUESS I'LL HAVE TO MAKE DO WITH WHATEVER MICRO CAN MAKE OF THIS "EVIDENCE."

ZZZIK

HE'S CALLED THE PUNISHER. AND TONIGHT, LIKE MOST NIGHTS, HE COMES BY THAT TITLE THE OLD FASHIONED WAY:

FWOOSH

HE EARNS IT!

WHILE IN MANHATTAN, A CERTAIN WEB-SLINGING WONDER--

-- TRIES TO EARN A LIVING.!

ONE GOOD THING ABOUT NEW YORK: A FREELANCE PHOTOGRAPHER NEVER HAS TO LOOK FAR FOR SUITABLE SUBJECT MATTER.!

KLIK-WHIRR
KLIK-WHIRR

BUT I'D BETTER SET MY CAMERA ON "AUTOMATIC" AND TAKE A MORE *DIRECT* HAND IN THINGS--

--BEFORE SOMEONE GETS HURT!

THWIP

LEICA

KEEP YER HANDS EMPTY, HOTSHOTS, AN' NO ONE GETS HURT!

KRASH

AWRIGHT, McGYVER, WHERE'RE THE DRUGS? WE KNOW YOU'RE ONE O' THE KINGPIN'S *DEALERS*.!

W-WAIT A SECOND, FELLAS! YOU'RE MAKIN' A MISTAKE!

I-I CAN'T FIND PRODUCT ANY MORE'N *YOU* CAN THESE DAYS! I-I'M *DRY*.!

THAT'S FUNNY--

SKLEEFISH

--YOU LOOK ALL WET TO ME!

THROK

WOK

KRSK

BOK

CHOK

COME ON, GUYS! I WAS HOPING FOR A LITTLE WORKOUT!

BUT I'D GET MORE EXERCISE WATCHING A PAULA ABDUL VIDEO!

THWIWIWIPP

GUESS THAT'S THAT! MIND IF I USE YOUR PHONE?

LOCAL CALL?

NINE-ONE-SOMETHING...?

THANKS.

AND SOON, AFTER A PHOTO-FULL CAMERA HAS BEEN RE-TRIEVED.

CRIME IS UP-- *WAY* UP. I ALMOST WISH I STILL HAD THE *CAPTAIN UNIVERSE* POWERS TO FIGHT IT!

BUT I'M HAVING TO MAKE DO WITH LEG-WORK AND SMARTS. I'VE USED MY *PETER PARKER* CONTACTS AT *THE DAILY BUGLE*, AND UNDERWORLD SOURCES AS SPIDER-MAN--

THINGS ARE GETTING KINDA *TENSE* AROUND HERE. REPORTS HAVE IT THAT MORE DRUGS THAN EVER ARE BEING SHIPPED OUT OF COLOMBIA, BUT NONE OF IT IS HITTING THE *STREETS!*

JUNKIES AND DEALERS ARE GETTING SO DESPERATE, THEY'RE EVEN RAIDING *EACH OTHER!* LIKE IN THAT PENTHOUSE ATTACK!

-- BUT I HAVEN'T BEEN ABLE TO COME UP WITH MUCH. JUST LITTLE THINGS LIKE THAT DRUG RAID TONIGHT.

THE ONLY REAL LEAD I'VE GOT IS SOMETHING ABOUT A SHIP BRINGING SPECIAL "PRODUCE" INTO BROOKLYN TOMORROW. AND IF THAT DOESN'T PAN OUT--

--IT'S GOING TO GET MIGHTY *LONELY* ON THE SIDE OF LAW AND ORDER!

SPEAKING OF LONELY...

HI, HONEY! I'M HOME!

MARY JANE?

OH, YEAH. I FORGOT...

... M.J.'S OUT ON A NIGHT SHOOT FOR HER ROLE IN "SECRET HOSPITAL."

MAYBE I SHOULD DO A LITTLE HOUSE-CLEANING WHILE SHE'S GONE. WITH HER JOB, MY SCHOOLWORK, AND EVERYTHING *ELSE* THAT'S BEEN GOING ON, NO ONE'S HAD A CHANCE TO CLEAR AWAY THE DINNER DISHES FROM A COUPLE OF NIGHTS AGO.

OR SHOULD I SAY--

--NO ONE'S CLEANED UP THE *DEBRIS* FROM THE *BOMB-SHELL* FLASH THOMPSON DROPPED!

"PETE, MARY JANE, I'D LIKE YOU TO MEET MY NEW GIRLFRIEND--

"--FELICIA HARDY!"

HUH?! WHAT THE BLOODY BLUE BLAZES ARE *YOU* DOING HERE!

HEY, PAL--

--EASE UP! WHAT'S YOUR PROBLEM?

MY *PROBLEM*?!

HOW CAN I TELL HIM--

--THAT FELICIA IS REALLY THE *BLACK CAT!* THAT SHE WAS ONCE OBSESSIVELY IN LOVE WITH *SPIDER-MAN.*-

SHE MUST HAVE FOUND OUT I WAS MARRIED, AND IS TRYING TO GET BACK AT ME BY MESSING WITH MY *BEST FRIEND!*

WE'VE, UM, MET MS. HARDY BEFORE, FLASH.

PETER WAS JUST, AH, *SURPRISED* TO SEE HER AGAIN.

THIS SUSHI IS DELIGHTFUL, MARY JANE. I'VE ALWAYS FELT THAT THE VERY BEST DISHES...

... ARE SERVED *COLD.*

WON'T YOU JOIN US FOR DINNER?

PLAY ALONG, PETER--FOR *FLASH'S* SAKE! WE'LL FIGURE THINGS OUT LATER!

TALK ABOUT HASSLES WE DON'T *NEED!*

MJ AND I HAVEN'T HAD A CHANCE TO TALK IT OVER YET, BUT I'VE A FEELING THINGS ARE GOING TO GET A LOT *WORSE* BEFORE THEY GET *BETTER!*

AH-AH, PETER. NO FAIR READING AHEAD!

BREET BREET BREET

THE VAULT: COLORADO'S PRISON FOR SPECIAL INMATES.

I-IT'S EDDIE BROCK! HE TIED HIS VAULT *UNIFORM* TO THE SECURITY CAMERA IN HIS CELL--

--A-AND *HUNG* HIMSELF!

BROCK JOINED WITH AN ALIEN SYMBIOTE TO FORM *VENOM*, ONE OF SPIDER-MAN'S DEADLIEST FOES! THEY ACTUALLY *MELDED TOGETHER!*

SO HOW COULD BROCK BE ALONE-- AND *NAKED?!*

THIS UNIFORM'S JUST CLOTH! SENSORS CONFIRM IT!

MY ARMOR'S SENSORS DETECT NO LIFE SIGNS! SHUT OFF THE SONIC BARRIER GUARDING THE DOOR!

AND MY FINGERS CONFIRM YOUR SCANS: NO PULSE!

EDDIE BROCK IS DEAD!

B-BUT THEN--

-- WHATEVER HAPPENED TO THE *ALIEN?!?*

A GOOD QUESTION...

...FOR ANOTHER TIME.

BUT NOW, PEACE REIGNS OUTSIDE A NEW JERSEY WAREHOUSE.

WHILE INSIDE...

CHAKA CHAKA CHAKA CHAKA CHAK

CALICO M-950. SEMI-AUTOMATIC 9mm NATO, 100-ROUND HELICAL MAGAZINE.

THE ANTI-GUNNERS ARE GONNA *LOVE* THIS!

YOU ALWAYS FIND THE PERFECT TOOLS FOR MY WAR ON CRIME, *MICROCHIP.*

THANKS.

MY PLEASURE, FRANK. I JUST WISH IT WAS AS EASY TO FIND INFO ON WHERE ALL THESE *DRUGS* ARE BEING DIVERTED!

THAT POWDER YOU BROUGHT IN LAST NIGHT WAS DEFINITELY COLOMBIAN, BEING SHUTTLED UP FROM PHILLY. BUT I DON'T KNOW *WHY.*

ON TOP OF THAT, I'VE BEEN TRACING THE ROUTE OF A *PRODUCE SHIP* DOCKING IN BROOKLYN TONIGHT. ONE THAT STARTED OUT UNDER ANOTHER NAME, AND REGISTRATION, AT NONE OTHER THAN *PUERTO COLOMBIA!*

BUT EVEN WITH ALL MY SKILLS, I HAVEN'T BEEN ABLE TO FIND WHO'S *BEHIND* IT ALL. THERE ARE SOME INCREDIBLY POWERFUL FORCES AT WORK HERE, FRANK. I JUST WISH I KNEW WHAT THEY *WERE!*

DON'T WORRY, MICRO. WE'LL KNOW.

TONIGHT.

BUT BEFORE TONIGHT THERE'S THIS AFTERNOON -- AND A SHORT BUS RIDE TO FOREST HILLS...

I DIDN'T TELL AUNT MAY I'D BE DROPPING BY. I WANTED IT TO BE A--

GARTH 4 WHIZ TV

NEW BOOM POW TACOS

-- SURPRISE?

AMBULANCE! IN FRONT OF AUNT MAY'S HOUSE! AND SOMEONE ON A STRETCHER!

EMERG

AUNT MAY!

AUNT MAY!

PETER?

O-OVER HERE, DEAR.

AUNT MAY! ARE YOU ALL RIGHT?

YES, PETER, I- I'M FINE. IT... SNIFF...

...IT'S NATHAN.

HE HAD ANOTHER OF HIS... SPELLS. HE SHOULD BE FINE, BUT THE BURTONS NEXT DOOR ARE TAKING ME TO THE HOSPITAL TO BE WITH HIM A WHILE. I'M SORRY TO SPOIL YOUR VISIT...

NATHAN LUBINSKY'S A GROUCH, BUT MAY LOVES HIM. HIS TERMINAL HEART CONDITION IS REALLY ROUGH ON HER.

THAT'S OKAY, AUNT MAY. I'LL COME BACK TOMORROW, AND WE CAN GO SEE NATHAN TOGETHER.

BUT BEFORE TOMORROW THERE'S (YEP, YOU GUESSED IT)--

--TONIGHT.

THAT'S THE SHIP I WAS TIPPED TO! BUT JUDGING FROM THE SMALL *ARMY* HEADING TOWARD IT, MY INFO WASN'T *EXCLUSIVE!*

LOOKS LIKE DOPERS ARE WARRING WITH EACH OTHER FOR WHATEVER THEY CAN GET!

WH-WHAT THE--?!

HI! I'M THE CITY WEAPONS *INSPECTOR!*

MIND HANDING OVER THOSE WEAPONS SO I CAN INSPECT THEM TO *PIECES?*

OR DO I HAVE TO START PLAYING *STREET HOCKEY* WITH YOUR INTERNAL ORGANS?

SIGH A SPIDER'S WORK IS NEVER DONE...!

WE CAN TAKE 'IM!

WE GOT THE NUMBERS!

AN' THE GUNS!

ALL HE'S GOT IS--

≥U/P≤ H-HE'S GOT A POINT!

YEAH! LOOK AT THE TIME!

G-GOLLY! I'M LATE FOR THAT MEETING WITH MY PAROLE OFFICER!

HUH? WHAT--

--SPIDER-SENSE! SOMEONE BEHIND ME!

WELL, WELL.

I'VE REASON TO BELIEVE THERE ARE ILLICIT DRUGS ON BOARD THAT SHIP. I'M GOING TO FIND OUT.

IF IT ISN'T "SOLDIER OF FORTUNE'S FAVORITE COVER BOY!

AND YOU AREN'T GOING TO STOP ME.

I DON'T *WANT* TO! I'M HERE FOR THE SAME REASON!

THEN THERE WON'T BE ANY PROBLEMS.

WITH *YOUR* ITCHY TRIGGER FINGER? COUNT ON IT! BUT, LOOK--

-- I DON'T SUPPOSE YOU'D CONSIDER LEAVING THE *GUNS* BEHIND?

REALLY, SPIDER-MAN...

...THIS IS NO TIME FOR *LEVITY!*

NUTS.

AS LONG AS YOU STAY OUT OF MY WAY.

THE WAY THIS GUY BURNS AMMO--

-- HE MUST HAVE STOCK IN THE COMPANY!

BDRRRP BDRRRP

TH BOOM TH BOOM

'COURSE, CONSIDERING THE NATURE OF THE "WELCOMING COMMITTEE" THAT JUST POPPED UP--

--A GENEROUS AMMUNITION ALLOWANCE COULD BE A DISTINCT *ADVANTAGE!*

I JUST WISH HE DIDN'T SEEM TO *ENJOY* HIMSELF SO MUCH!

YO! PUNISHER! THINGS ARE GETTING A LITTLE *HOT* AROUND HERE!

GOT ANY SUGGESTIONS?

WELL, IF THEY'RE CARRYING CONTRABAND, IT'S PROBABLY STOWED *BELOW.* SO HOW'S ABOUT WE SEE IF THINGS ARE A BIT COOLER--

"--DOWNSTAIRS!"

BRRRP

BOOM

KRUNKSH

PERIMETER BREACH!

BETA SQUAD! FORWARD CARGO HOLD!

ON THE DOUBLE!

OH, YEAH. THIS IS LOTS BETTER!

SPING

SPAK

WRANG

VWIP

PCHOW

TWEEEEE

AT LEAST I DON'T HAVE TO WORRY ABOUT SAVING SOME-ONE'S ELSE'S BUTT THIS TIME!

BI

BI

BOK

IF ANYONE'S CAPABLE OF WATCHING HIS OWN POSTERIOR, IT'S OL' "CAP'N FIREPOWER!"

THROP

SPKANG

AGH! GOT MY STRIKER SHOTGUN!

THE BOY'S GOOD!

SOLDIER GOOD!

I'LL SEE THAT HE DOESN'T SUFFER!

WHTHOK

ONE PLUG UGLY--
--TWO PLUG UGLY--
--THREE PLUG UGLY--
--NINE!
EVERYONE'S SNOOZING!
GUESS I'M FINISHED HERE! NOW--
--WHERE'D THE *PUNISHER* GET TO?
COFFEE BARRELS FULL OF RAW COCAINE.
NASTY.
BUT I'LL GIVE YOU A CHANCE.
MORE THAN YOU'D GIVE THE *KIDS* WHO WOULD'VE PUT THIS STUFF IN THEIR *VEINS*! YOU CAN GIVE UP... OR TAKE *ME* OUT!
MISTER--
--THAT'S NO CHANCE *AT ALL*!
Y'KNOW SOMETHING? THANKS TO MY ARMORED BATTLESUIT--
TATTERTOW

--YOU'RE RIGHT!

WHA--?!

BRRRRRRRRRRP

DID YOU HAVE TO DO THAT?

DID YOU HAVE TO?!

YES.

HE WAS THEIR LEADER. BETTER CHECK THE BODY FOR I.D.

NOTHING BUT A PLASTIC CARD.

NO WRITING-- JUST A CODED MAGNETIC STRIP.

WE'LL DECIPHER IT LATER. WE NEED TO BE ASHORE IN 53 SECONDS.

WHY 53?

BECAUSE THAT'S WHEN THE BOMB I JUST SET GOES OFF.

BOMB?!

MORE PRECISELY--

-- TWO BOMBS. THE CONCUSSION GRENADE RIPS BARRELS APART; THE FOLLOW-UP BLAST LETS THE BAY IN WITH A SLOW LEAK.

SLOW ENOUGH FOR SURVIVORS TO ESCAPE THE SINKING WRECK.

TOO FAST FOR THEM TO DO ANYTHING ABOUT IT.

AND LATER, IN THE REFUGE OF THE PUNISHER'S BATTLE VAN, AFTER SOPHISTICATED EQUIPMENT HAS TRANSMITTED PERTINENT DATA TO A CERTAIN WAREHOUSE IN NEW JERSEY...

MY FRIEND IS GOOD AT WHAT HE DOES, SPIDER-MAN. IF THOSE I.D. CODES CAN BE BROKEN, HE'S THE MAN TO--

I BROKE INTO A STRING OF COMPUTERS, FOLLOWING THE TRAIL FROM THAT PLASTIC CARD.

THE SYSTEMS BECAME MORE HIGHLY SECURED THE FARTHER I WENT.

TOO SECURED, EVEN FOR A DRUG CARTEL!

AND I LEARNED WHY WHEN I CRACKED THE FINAL CODE, AND DISCOVERED THE **TRUE** IDENTITY OF THAT CARD CARRIER.

YOU WERE RIGHT ABOUT THE MILITARY ANGLE. BUT HERE'S THE KICKER: THE MAN WAS ASSIGNED TO A SPECIAL COVERT CELL--

--OF THE U.S. ARMY!

PUNISHER? I THINK YOU MAY HAVE STEPPED IN SOMETHING YOU HADN'T COUNTED ON!

I DON'T GET IT!

SEEMS SIMPLE ENOUGH SPIDER-MAN.

THE "DRUG LORD" WHO'S AMASSING THE LARGEST STORE OF ILLICIT SUBSTANCES IN WORLD HISTORY IS...*THE UNITED STATES OF AMERICA!*

NEXT ISSUE:

WHY?!

MARVEL® COMICS

NON-MUTANT MAYHEM!

The AMAZING SPIDER-MAN®

SIDE-BY-SIDE WITH THE PUNISHER®

HEAVY METAL MASSACRE!

ERIK LARSEN AND AUSTIN

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Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE DEATH STANDARD

SOHO: THE LOFT APARTMENT SHARED BY PETER PARKER AND HIS WIFE, MARY JANE.

YOU REALLY SHOULDN'T LEAVE WINDOWS OPEN, SWEETIE! EVEN ON THE FOURTH FLOOR!

YOU NEVER CAN TELL WHAT THE *CAT* MIGHT DRAG IN!

AHH!!

DAVID *MICHELINIE* — WRITER

ERIK *LARSEN* — PENCILER

MIKE *MACHLAN* — INKER

RICK *PARKER* — LETTERER

BOB *SHAREN* — COLORIST

JIM *SALICRUP* — EDITOR

TOM *DeFALCO* — EDITOR IN CHIEF

WH-WHY DON'T YOU JUST DRAG YOURSELF BACK *OUT*, FELICIA! T-TO THE ALLEY!

=GHLK=

WHERE YOU *BELONG!*

CRATCH!

NO. I *WON'T* HURT YOU.

THE *BLACK CAT* IS ABOVE THAT SORT OF THING!

THIS =OONF= I-ISN'T *HURTING?!*

I'M NOT HERE ABOUT PAIN-- I'M HERE FOR *LOVE!*

THE LOVE I SHARED WITH *SPIDER-MAN!*

I WAS *CONFUSED* WHEN I BROKE OFF OUR AFFAIR AND MOVED TO EUROPE! BUT THEN I REALIZED MY MISTAKE, THAT SPIDER-MAN WAS THE ONLY ONE FOR ME-- AND *I* WAS THE ONLY ONE FOR *HIM!*

BUT WHEN I GOT BACK, I FOUND THAT *HE'D* MADE A MISTAKE, TOO!

HE'D MARRIED *YOU* ON THE *REBOUND!* HE'LL COME TO HIS SENSES EVENTUALLY, BUT IN THE MEANTIME --

--I THINK HE NEEDS TO *SQUIRM* A LITTLE!

THAT'S WHY I ROMANCED HIS BEST FRIEND, *FLASH THOMPSON*. I'M GOING TO BREAK FLASH'S HEART INTO TINY PIECES, JUST LIKE *SPIDER* BROKE *MINE!*

THEN, I'LL FORGIVE HIM. AND *WE* CAN GET MARRIED!

I JUST DROPPED BY TO WARN YOU NOT TO STAND IN THE WAY WHEN SPIDER LEAVES *YOU* FOR *ME*. REMEMBER...

...HEARTS AREN'T THE *ONLY* THINGS THAT CAN GET RIPPED TO SHREDS!

WHHHHHEW= EASY, GIRL!

TH-THAT MAD-WOMAN'S GONE!

YOU'RE SAFE!

YOU'RE ALONE.

YOU'RE--

HI!

YEEP!

SORRY I STARTLED YOU, MJ. I KNOW I'M HOME EARLY, BUT WE'RE SUPPOSED TO GO WITH *AUNT MAY* TO VISIT *NATHAN* IN THE HOSPITAL THIS AFTERNOON, AND--

PETER...

...WE HAVE TO TALK.

NEW JERSEY.

FASH

THESE *STINGBALL* GRENADES WORK FINE, *MICROCHIP.* SHOULD EFFECTIVELY *STUN* ANY OPPONENTS NOT WEARING EYE PROTECTION.

--NOW THAT WE KNOW WHAT WE'RE *UP AGAINST!*

THAT'S GOOD, *PUNISHER.* BECAUSE YOU'RE GOING TO NEED EVERY *EDGE* YOU CAN GET--

YES, OUR INVESTIGATION DID TAKE AN *UNEXPECTED* TURN, DIDN'T IT? WE KNEW THAT HUGE AMOUNTS OF COCAINE WERE BEING SHIPPED FROM COLOMBIA, BUT NONE OF IT WAS HITTING THE *STREETS*.

WE THOUGHT WE'D TUMBLED ONTO A POWERFUL NEW DRUG LORD. BUT YOUR COMPUTER PROBES, AND MY *HANDS-ON* EFFORTS, SHOWED THAT THE POWER *BEHIND* THAT HOARDING IS ACTUALLY--

--THE *UNITED STATES GOVERNMENT!*

I JUST HOPE OUR LEADS PAN OUT SOON. EVEN WITH *SPIDER-MAN* JOINING THE GAME, WE'VE GOT TO MOVE FAST.

WHOEVER'S STASHED THAT COKE HAS ENOUGH POWDER TO DESTROY *MILLIONS* OF LIVES!

COLORADO: THE SUPER-PRISON KNOWN AS "THE VAULT."

NORMALLY, I FIND AUTOPSIES *RELAXING*, BUT--

--THIS STIFF'S JUST TOO *WEIRD!* I MEAN, WASN'T HE THE GUY WHO BONDED WITH THAT *ALIEN SYMBIOTE?* TURNED INTO THE MANIAC CALLED *VENOM?* THE ONE WITH A REAL MAD-ON FOR SPIDER-MAN?

YEP. EDDIE *BROCK*. SAVED THE WORLD A TON O' GRIEF WHEN HE OFFED *HIMSELF!*

ODD THING WAS, THEY NEVER FOUND THE *ALIEN*. THERE WAS NOTHING IN THE CELL BUT BROCK'S CORPSE, AND THE COVER-ALLS HE USED TO *HANG* HIMSELF. AH, WELL...

BEGINNING LATERAL INCISION TO CENTER LINE EPIDERMAL--

--HNH? THE BLOOD! I-IT'S *BLACK!* IT'S--

--*ALIVE!?!*

AND IT'S NOT THE *ONLY* ONE!

≠eep≠

LEGGO! L-LEGGO MY HAND!

≠agh≠ C-CAN'T BREATHE! ≠choke≠ C...CAN'T...

PIP

HOW INVIGORATING TO BE FREE ONCE AGAIN! COME!

LET US TELL YOU HOW WE ACCOMPLISHED THIS FEAT!

NO! PLEASE--!

MY ALIEN COMRADE CAN EMULATE ANY SUBSTANCE, NOT JUST CLOTHING!

THUS IT COATED MY ENTIRE BODY WITH A LAYER OF SYNTHETIC SKIN-- WITHOUT PULSE, OF COURSE -- WHILE PROVIDING OXYGEN AND NUTRIENTS DIRECTLY FROM THE AIR SO THAT BREATHING WOULD NOT GIVE US AWAY!

≠CHLK≠ ≠HNF≠ ≠GHHH≠

KRAKT CRUNCH SNAP

AH. IT'S EVER A PITY WHEN *INNOCENTS* MUST DIE, EVEN WHEN SUCH TRAGEDY IS NECESSARY FOR THE GREATER GOOD.

LIKE THE OBLITERATION OF THAT GODLESS *SPIDER-MAN!*

STILL, TO EFFECT THAT NOBLE GOAL, WE MUST *EXIT* THIS INSTALLATION.

HMM, SOMEONE--WITH PROPER I.D.--WILL HAVE TO LEAVE TO REMOVE OUR "DEAD BODY." THIS COULD EVEN BE FUN.

I WONDER IF THE HEARSE HAS A *SIREN?*

THE BRONX.

WHOEVER'D PARK A CUSTOM VAN IN A NEIGHBORHOOD LIKE *THIS* IS NUTS!

HE *DESERVES* TO HAVE HIS WHEELS RIPPED OFF--

--*EEEYYIIIGGHH!*

KRZZRRZZRK

WH-WHEELS MUST BE WIRED TO THE *BATTERY!* I-I COULDA FRIED!

THAT GUY *IS* NUTS!

THE VAN.

FORGET FELICIA, ALREADY! CONCENTRATE ON THE JOB AT HAND!

YOU SURE YOU'VE GOT THE RIGHT PLACE?

MY ASSOCIATE TRACED FALSE REQUISITIONS AND MOVEMENTS OF "SUPPLIES" THAT COINCIDE WITH KNOWN DRUG SHIPMENTS.

THEY ALL LEAD TO A MILITARY INSTALLATION IN UPSTATE NEW YORK. ODDS ARE WE'LL FIND WHAT WE WANT THERE.

I NOTICE YOU'VE STOCKED UP ON *NON-LETHAL* WEAPONS.

ALREADY MADE THIS MONTH'S *KILL QUOTA?*

WHEN I GO AGAINST THE *MOB*, I'VE NO COMPUNCTIONS ABOUT USING THEIR OWN METHODS *AGAINST* THEM.

BUT THIS IS THE U.S. ARMY. *SOLDIERS.* I USED TO BE ONE MYSELF. AND I DON'T LIKE THE IDEA OF SLAUGHTERING G.I.s WHO MAY THINK THEY'RE JUST DOING THEIR *DUTY.*

MY GOSH! THERE'S A *HUMAN BEING* UNDER ALL THAT MACHO?

YES, I'M HUMAN. IT'S MY GREATEST *WEAKNESS.* BUT I DON'T LET IT STOP ME.

AND THAT'S MY GREATEST *STRENGTH.*

MANHATTAN: THE STAGE DOOR DELI.

CHOW DOWN, KIDS! WE GOTTA BE BACK ON THE SET IN FIFTEEN!

YEAH, THAT NEW DIRECTOR'S A REAL SLAVE-DRIVER!

MENU

MAYBE SHE'LL CHOKE ON THE OLIVE FROM HER LUNCH!

PARDON ME. ARE YOU SYBIL SHANE? FROM "SECRET HOSPITAL"?

WELL, UH, YES, IN A WAY...

TRAMP!

Plap

MARY JANE! YOU ALL RIGHT? WANT ME TO CALL A COP?

N-NO, VIC! IT'S OKAY!

I GUESS SOMEONE CONFUSING ME WITH A CHARACTER I PLAY IN A SOAPOPERA IS REALLY A COMPLIMENT TO MY ACTING!

LET'S JUST FORGET IT... OKAY?

HUSSY! THE WAY SHE TREATS THAT POOR DOCTOR REDFORD IS A CRIME! WHY, IF I WAS HIS MISTRESS--

HEY! LOOK OUT!

WHAMM

SKREEEE

SHE'S DEAD!

CAR LOOKED LIKE IT ACCELERATED!

LIKE IT WAS TRYING TO HIT HER!

DON'T WALK

NEW YORK STATE: NIGHT HAS FALLEN.

TWELVE-YEAR-OLD "GUARDS"?! PUNISHER--

-- THIS IS A BLASTED MILITARY ACADEMY!

DID YOU KNOW THAT?

NO, MY INFORMATION WAS INCOMPLETE. BUT IT MAKES SENSE.

THE GOVERNMENT HAS CONTROL, NO ONE WOULD QUESTION SHIPMENTS OF MUNITIONS OR "SUPPLIES," AND ANY UNUSUAL ACTIVITIES COULD BE EXPLAINED AWAY AS TRAINING MANEUVERS.

MORE IMPORTANTLY, WHO WOULD SUSPECT SCHOOL KIDS, KNOWINGLY OR NOT, OF GUARDING THE WORLD'S LARGEST STASH?

NOW WAIT JUST A MINUTE! YOUR STRONG-ARM TACTICS DON'T THRILL ME AT THE *BEST* OF TIMES!

AND IF YOU THINK I'LL LET YOU USE THEM ON *CHILDREN*--!

EVER SINCE MY OWN FAMILY WAS BUTCHERED IN A CENTRAL PARK SHOOTOUT...

...I ONLY HURT *PEOPLE* WHO HURT CHILDREN.

AT EASE, SPIDER-MAN. I DON'T HURT CHILDREN.

OKAY, BUSTER, BUT MAKE A WRONG MOVE AND YOU'LL HAVE ONE *MORE* ENEMY AFTER YOUR SCALP!

ME!

I'LL CHANCE IT. MEANWHILE, WE'VE GOT TO GET INSIDE.

AND THIS INSTALLATION IS BOUND TO BE EQUIPPED WITH THE BEST *DETECTION* SYSTEMS TAX DOLLARS CAN BUY!

NO PROBLEM...!

NOT FOR SOMEONE WHOSE *SPIDER-SENSE* WARNS HIM OF *DANGER!*

FOLLOW ME!

WALK *THIS* WAY!

AW, C'MON, PUN, CRACK A SMILE! THAT WAS A *JOKE!*

YEESH. YOU KILLING MACHINES HAVE *NO* SENSE OF HUMOR!

THAT LOOKS LIKE THE *COMMANDANT'S* OFFICE! SO FAR, SO--

SPIDER-SENSE!

SOMEONE'S COMING!

HALT!

I DIDN'T GET A GOLD STAR IN *SENTRY DUTY* FOR NOTHIN', YA LOUSY--

--SPIDER-MAN?

THIS *TASER* WILL KNOCK HIM OUT BEFORE--

NO WEAPONS!

THWIP!

WEBBING WILL KEEP HIM FROM SCREAMING, WITHOUT DOING ANY *DAMAGE!*

HATED DOING THAT. FEEL LIKE *BREAKING* SOMETHING.

SHALL I?

BE MY GUEST.

BETTER NOT TOUCH THAT *ALARM BUTTON*, COLONEL--

--UNLESS YOU'VE GOT SOME SORT OF *DEATH WISH!*

BULL! YOU'RE STORING TONS OF *ILLEGAL* DRUGS, WHILE PRETENDING TO TEACH KIDS ABOUT *HONOR!*

AND YOU'RE GOING TO TELL ME *WHY*--OR I'LL TURN YOUR ADAM'S *APPLE* TO APPLE-*SAUCE!*

WELL? *DO* YOU?

HEY, LOOK--

--I-I'M ONLY A GLORIFIED *ADMINISTRATOR!*

JUST DOIN' MY JOB!

EASY, SPIDER-MAN! HE WON'T TELL US *ANYTHING* IF HE'S SCARED INTO A *COMA!*

YOU GOT A BETTER SUGGESTION?

:GLMF:

EXPLOSIVES. WE BLOW THIS PLACE APART, BRICK BY BRICK, UNTIL WE FIND WHAT WE WANT.

BET THAT'LL LOOK REAL GOOD ON YOUR *SERVICE RECORD*... WON'T IT, "MR. ADMINISTRATOR?"

LOOK, THIS IS TOP SECRET, BUT... YOU WERE A MILITARY MAN.

YOU SHOULD UNDERSTAND.

THIS COUNTRY WAS ONCE RUN ON A *GOLD STANDARD*-- MEANING THAT MONEY WAS BACKED BY GOLD.

BUT THESE DAYS THE ECONOMY IS TOTTERING, AND IF IT SHOULD FALL, *GOLD* WOULD BE NOTHING BUT LUMPS OF METAL! BUT DRUGS WILL *ALWAYS* MAINTAIN THEIR VALUE!

SO WE'RE PREPARING FOR THE POSSIBILITY OF INSTITUTING A *COCAINE* STANDARD. TIMES CHANGE; *WISE* MEN CHANGE WITH THEM!

THAT'S SICK, AND *TRICKY*. WE'RE NOT TALKING ORGANIZED CRIME HERE-- WE'RE TALKING U.S. GOVERNMENT!

THAT WOULD BE THE *RIGHT* THING. BUT WOULD A JUDGE BELIEVE A GUY IN A MASK, LIKE ME?

OR A WALKING *GUN SHOP* LIKE YOU?

MORE IMPORTANTLY, WHAT WOULD IT DO TO THE AMERICAN *PEOPLE?*

THEY'RE BATTERED DAILY WITH POLITICAL SCANDALS, INCREASING CRIME AND POVERTY. WHAT WOULD THIS KIND OF KNOWLEDGE DO TO THEIR *MORALE?*

DO WE EXPOSE THE PLOT? TAKE THE *UNITED STATES* TO COURT?

I GUESS, MAYBE, THIS IS ONE TIME WHEN DOING THE *SMART* THING MIGHT BE BETTER THAN DOING THE *RIGHT* THING.

I SUPPOSE THAT MAKES SENSE. BUT THE DRUGS...

...THEY HAVE TO GO.

AGREED.

ALL RIGHT, COLONEL. WHERE ARE THEY?

DO YOU REALLY THINK I'M GOING TO *TELL* YOU?

YES.

I DO.

A GYMNASIUM: WHERE A LOCKED DOOR, MARKED "CLOSED FOR REPAIRS," CEASES TO BE A PROBLEM...

WHOOMP

G-86!

N-14!

BINGO!

TRITE, BUT ACCURATE. THERE'S ENOUGH COKE HERE TO SUPPORT A *MILLION* HABITS.

OR ONE FAIRLY LARGE *COUNTRY!*

WHAT I CAN'T UNDERSTAND IS, WITH A STASH THIS VALUABLE, WHY NO ARMED GUARDS?

THAT'S WHY!

PZZRAT

MECHANOIDS!

VERY *ASSERTIVE* MECHANOIDS!

THAT'S SOLID STRATEGY! NOT ONLY ARE ROBOTS A LOWER SECURITY RISK, BUT EVEN AT A MILITARY ACADEMY THEY'RE A LOT LESS *CONSPICUOUS* THAN A PLATOON OF COMBAT TROOPS!

THAKA THAKA THAK

CAN WE ADMIRE THE PATTONESQUE SUBTLETIES *LATER?* RIGHT NOW--

-- WE'VE A SOMEWHAT *WEIGHTIER* PROBLEM ON OUR HANDS!

PLAWSH

HOW DO YOU *SURVIVE*, MAKING FUN OF WHAT TRIES TO *KILL* YOU?

CALL IT NERVES...

...CALL IT "ALBERT"...

...BUT IF I DIDN'T LAUGH I'D PROBABLY *CRY!*

SLAKSA

PUNISHER!

AGH!

THAT HURT.

OOPS!

MUST'VE MISTAKEN YOU FOR SOMEONE WHO MIGHT ACTUALLY NEED *HELP* ONCE IN A WHILE!

SILLY ME...!

KEEP 'EM BUSY! I'LL PLACE THE CHARGES!

WHA--?!

WELL...

--SO POLITELY--

--WHY DON'T *I* KEEP THEM BUSY--

--WHILE *YOU* PLACE THE CHARGES?

...SINCE YOU ASKED--

PUSHY SONUVA--

ALL SET! TIMER'S TICKING! LET'S GET *OUT* OF HERE!

BLAST SHOULD ONLY TAKE OUT THE GYM! *DORMS* SHOULD BE SAFE!

BUT JUST IN CASE...!

FIRE ALARM

KLAK

KLANGALANGALANGALANGALANGALAN

AW, MAN! WE GOT MUSTER AT 0600! WHY A FIRE DRILL *NOW?*

I'M GONNA WRITE MY DAD! HE KNOWS A *SENATOR* IN--

BRRR

--TONIGHT: AT THE ENTRANCE TO A SOHO LOFT BUILDING...

MS. WATSON-PARKER? I'M GOLDMAN--N.Y.P.D.

IS THERE A PROBLEM, OFFICER?

UH, NO, MA'AM. I'M NOT HERE IN MY *OFFICIAL* CAPACITY. DO YOU, ER, THINK YOU MIGHT AUTOGRAPH MY NOTEBOOK? ;HEH< I'M YOUR BIGGEST FAN.

WHY, CERTAINLY. IS...IS THAT ALL?

ACTUALLY, NO. I'M HERE IN REGARDS TO THE KIDNAPPING PERPETRATED ON YOU BY A CERTAIN *JONATHON CAESAR*, MA'AM -- I READ THE FILES ON THE CASE.

AND WHILE IT'S NOT *DEPARTMENT POLICY*, I THOUGHT IT'D BE THE *DECENT* THING TO LET YOU KNOW THAT CAESAR'S LATEST PAROLE HEARING WAS THIS MORNING --

-- AND THAT HE WAS SET *FREE* THIS AFTERNOON!

NEXT ISSUE: A VENOMOUS RETURN!

BUY IT-- OR I'LL EAT YOUR DOG!

MARVEL® COMICS

THE NON-MUTANT SUPER HERO!

the AMAZING SPIDER-MAN®

VENOM'S BACK!™

KISS YOUR AUNT MAY GOOD-BYE, SPIDER-MAN!

YOU'RE GONNA DIE!

YIKES!

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D. BEIF LARROCA & MIKE MACHLAN

SPIDER: WEBSTER'S DEFINES THE TERM AS "ANY OF VARIOUS ARACHNIDS THAT SPIN WEBS."

BUT IN AN ABANDONED GOVERNMENT FALLOUT SHELTER LOST AND FORGOTTEN BENEATH BUSTLING MANHATTAN STREETS--

--THE THING THAT WAS ONCE EDDIE BROCK HAS ANOTHER DEFINITION:

YUM!

SKAK

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SUNDAY IN THE PARK WITH VENOM

AND THAT'S JUST A TASTE--

--OF WHAT WE'VE GOT PLANNED FOR SPIDER-MAN!

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INKERS

RICK PARKER
LETTERER

BOB SHAREN
COLORIST

JIM SALICRUP
EDITOR

TOM DeFALCO
EDITOR IN CHIEF

ESCAPING FROM THAT GOVERNMENT PRISON TOOK CUNNING AND COURAGE, TRAITS WE POSSESS IN ABUNDANCE! BUT OBLITERING SPIDER-MAN--!

THAT, MY ALIEN COMRADE, WILL TAKE POWER!

-- AM MERELY HUMAN!

YOU DIDN'T BOOST SPIDER-MAN'S STRENGTH WHEN YOU WERE WITH HIM BECAUSE HIS ABILITIES WERE ALREADY AUGMENTED BY SOME SORT OF GENETIC MUTATION!

BUT ALAS, I--

AND SINCE YOU ENHANCE MY STRENGTH GEOMETRICALLY--

-- THE MIGHTIER I BECOME, THE MIGHTIER YOU MAKE ME!

SO, TO WORK.

FOR WE NEED MUSCLE TO WIELD THE STEEL OF JUSTICE! AND WITH BOTH ON OUR SIDE--

--SPIDER-MAN IS AS GOOD AS IN THE GRAVE!

ABOVE.

HEY, MAL! THIS IS THE LAST TIME I ASK SOME GUY IN TIGHTS FOR A LIFT!

ANYTHING FOR CHARITY, JAY!

JEEPERS! WISH I COULD AFFORD $5,000 TO HAVE MY PICTURE TAKEN WITH SPIDER-MAN!

ALL DONE?

SHEESH! I ALWAYS SAID MY HARLEY COULD FLY, BUT THIS IS RIDICULOUS!

GLAD YOU ENJOYED THE RIDE, GENTS!

WHO'S NEXT?

I BELIEVE...

...THAT HONOR BELONGS TO ME!

WHA-- SPIDER-SENSE TINGLING! OH, NO! IT'S--

--STYX! HALF OF THAT DUO JONATHON CAESAR ONCE HIRED * TO KEEP ME FROM RESCUING MY WIFE!

TSSSSSS

* IN AMAZING SPIDER-MAN #309, TO BE EXACT. -- J.S.

THWIPP

THWIPP

HIS TOUCH IS DEADLY!

BETTER KEEP HIM FROM USING IT!

NOW TO-- HNH? HE'S SIGNALING! BUT WHO--

--AH. SHOULD'VE FIGURED. WHERE THERE'S STYX--

--THERE'S STONE!

SORRY, FOLKS!

THWIP

IN PERS... SPIDER-M...

GOTTA TAKE A LOONY BREAK!

BACK IN A JIF!

NO LUCK, STYX?

--INTO THAT BUILDING!

SPRAK

?!?

NUTS! HE MANAGED TO SLIP THE GLOVE OFF HIS OTHER HAND!

THIS IS GOING TO BE TRICKY!

WIPP

THWIP

SADLY NOT, MR. STONE! I FEAR I NEED YOU TO SLOW HIM DOWN, AS BEFORE!

"HOVER-SKIFF'S STILL IN RANGE! IF I CAN TAG IT WITH A *WEB-LINE*, I MIGHT BE ABLE TO TILT IT--

OH *DEAR!* THAT WAS A PRIZE-WINNING *ALCHEMILLA MOLLIS!*

PHSSSSSSS

PLANTS ARE PUTREFYING! LIKE THEY'RE DYING OF SOME INSTANT DISEASE!

STOP IT! M-MY FLOWERS--! MY CHILDREN..!

... I HAPPEN TO BE FIGHTING FOR MY LIFE HERE!

WELL, EXCUSE ME! GUESS I'VE JUST GOT A DISTORTED SENSE OF VALUES!

POW

WHO CARES? YOU'RE ONLY A PERSON! THAT'S A PHICUS MALODEROUS!

LOOK, PAL...

OH, LORD! DIDN'T MEAN TO KNOCK HIM OVER!

IF HE FALLS FROM THIS HEIGHT, HE'LL BE--

-- SAVED BY HIS PARTNER?

I'LL TASTE YOUR DEATH YET, WEBSLINGER!

WHOA!

THAT THING CAN MOVE! ALREADY OUT OF WEBLINE RANGE!

CAESAR'S PSYCHOTIC. WANTED TO *OWN* MARY JANE!

SHE GOT *HERSELF* OUT OF HIS CLUTCHES, BUT *I* PROVIDED THE DISTRACTION!

NOW THAT HE'S OUT ON PAROLE, I GUESS HE WANTS TO PAY ME BACK FOR MY LITTLE "*INDISCRETION*"! SWELL.

WHAT HAVE YOU *DONE*?! MY BABIES! MY FAMILY! H-HOW WILL I EVER GET THEM TO *GROW* AGAIN?

HOW?

HOW?

MANURE.

SUNSET SHADOWS DARKEN CONCRETE CANYONS, AS THE AMAZING SPIDER-MAN RETURNS TO A SOHO LOFT HE NOW CALLS --

HOME!

BIG... EMPTY... HOME!

EVER SINCE MARY JANE GOT A JOB ACTING IN THAT SOAP OPERA, SHE'S HARDLY EVER--

--EH? NOTE TAPED TO THE T.V. SCREEN?

"ELVIS"

COSTELLO.

HUH. SHE WANTS ME TO MEET HER FOR DINNER... THERE?

INDEED.

JE T'AIME, MON AMOUR. JE T'AIME.

PARIS WAS A WONDERFUL SURPRISE, SWEETHEART. BUT SOMEHOW IT SEEMS A LITTLE... WELL... FLAT.

SORT OF LIKE THIS SODA!

SORRY, HON. IT WAS LEFT OVER FROM A *COMMERCYAL* THEY SHOT ON STAGE 11 TODAY. GUESS IT GOT KIND OF FIZZED-OUT!

BUT ISN'T PARIS ROMANTIC? EVEN IF IT IS JUST A PAINTED SET?

A NEW JERSEY *LANDFILL* WOULD BE ROMANTIC IF *YOU* WERE THERE.

YOU'RE SWEET, DARLING. I COULD LISTEN TO YOU ALL NIGHT.

I JUST WISH THAT WITCH, *FELICIA HARDY*, WOULD LISTEN! YOU *KNOW* SHE'S GOING TO BREAK FLASH THOMPSON'S HEART--

--JUST BECAUSE YOU MARRIED ME INSTEAD OF HER! AND THERE ISN'T A DARN THING WE CAN *DO* ABOUT IT!

SURE THERE IS. WE JUST HAVEN'T *THOUGHT* OF IT YET!

IT'S KIND OF IRONIC, THOUGH. FELICIA'S CAUSING TROUBLE BECAUSE SHE CAN'T HAVE *ME*, AND JONNY CAESAR'S GIVING GRIEF BECAUSE HE CAN'T HAVE *YOU!*

WHICH REMINDS ME: WHEN WE'RE ALONE, I NEED TO TELL YOU ABOUT SOMETHING THAT HAPPENED AT THAT CHARITY GIG TODAY.

SOMETHING YOU'RE NOT GOING TO--

--LIKE? GULP! L-LET ME GUESS: THE HOT DOGS.

ANOTHER COMMERCIAL?

UH-UH. *STUDIO COMMISSARY.*

YOU OKAY?

SURE.

FOR A GUY WHO FEELS LIKE HE JUST LICKED THE INSIDE OF MAGIC JOHNSON'S *SNEAKER!*

NEVERTHELESS, PETER SURVIVES.

AND THE NEXT DAY, IN QUEENS, AS HIS PROUD AND LOVING **AUNT MAY** TUNES IN THE LATEST EPISODE OF "SECRET HOSPITAL"...

ISN'T PETER A LUCKY BOY, NATHAN?

MARRIED TO SUCH A GLAMOROUS, UP-AND-COMING ACTRESS AS MARY JANE?

NATHAN?

POOR DEAR.

NODDED OFF AGAIN.

HIS HEART IS GETTING WORSE, AND THE MEDICINE HE HAS TO TAKE IS MAKING HIM WEAKER! I... I SUPPOSE I'LL HAVE TO BE STRONG... FOR *BOTH* OF US.

--NEWSBREAK. ESCAPED CONVICT **EDDIE BROCK**-- ALSO KNOWN AS THE SADISTIC KILLER, **VENOM**-- IS STILL AT LARGE AFTER--

OH, MY!

THAT'S PETER'S FRIEND!

WHAT IF HE DOESN'T KNOW THE MAN IS A *CRIMINAL*!

I'LL CALL HIM AND-- EH? BETTER ANSWER THE DOOR FIRST.

NOK NOK

IT COULD BE PETER MAKING A SURPRISE VISIT!

IT ISN'T.

HI. I'M EDDIE BROCK.

REMEMBER ME?

THE BEDFORD TOWERS... MOMENTS EARLIER...

I THINK YOU'D BETTER LEAVE, SYBIL.

IN THAT CASE, DOCTOR, PERHAPS I'LL JUST TELL THE BOARD WHAT I KNOW ABOUT YOUR... PRIVATE PRACTICE!

YOU HAVE A VISITOR, MR. CAESAR.

BLAST IT, AUSTIN! I'VE TOLD YOU NEVER TO DISTURB ME WHEN "SECRET HOSPITAL" IS ON!

NEVER!

YOU'RE ALREADY DISTURBED, CAESAR. AND *TELEVISION* HAS NOTHING TO DO WITH IT!

MY... DEAR!

SEEING YOU AGAIN IS A DELIGHT THAT ONLY GODS, IN VIEWING THEIR OWN PERFECTION, MIGHT COMPREHEND!

STUFF IT! I'VE HEARD RUMORS, SO I CAME TO REMIND YOU.

I'M THE ONE WHO ESCAPED FROM YOU-- *SPIDER-MAN* WAS JUST AN INNOCENT BYSTANDER! LEAVE HIM OUT OF THIS!

THAT MAY BE TRUE, MY SWEET. BUT UNWITTING OR NOT, HE *DID* INTERFERE.

HE MUST BE DISCIPLINED.

LOOK, I'M NOT GOING TO-- WAIT! THAT SCRIPT! FROM ONE OF *NEXT WEEK'S* EPISODES?!

SECRET HOSPITA

THOSE ARE GUARDED BETTER THAN THE GOLD IN FORT KNOX! HOW DID YOU--?

YOU EVEN *THINK* THAT, YOU WALKING CADAVER, AND I'LL HAVE YOUR EYES ON A PLATTER!

YOU'RE TO KILL *SPIDER-MAN*, AND SPIDER-MAN *ONLY*!

THERE ARE WAYS TO GET ANYTHING, PRECIOUS.

IF YOU *WANT* IT BADLY ENOUGH.

J-JUST LEAVE ME ALONE, YOU LUNATIC! LEAVE US *ALL* ALONE!

SLAM

BRAVE GIRL.

CHWEEP

HER DEATH WILL BE *DELICIOUS*.

THAT CHARITY EVENT WAS WIDELY PUBLICIZED, MR. CAESAR. WE WON'T FIND SPIDER-MAN SO EASILY AGAIN.

THEN MONITOR NEWS REPORTS, POLICE BAND RADIO! THAT WORM IS ALWAYS UP TO SOME-THING OR--

CHWIRP?

STYX! NO--!

AHHHHHHH.

TSSSSSSS.

THAT WILL COME OUT OF YOUR SALARY.

BARBARIAN!

SOHO, THOSE SAME MOMENTS EARLIER...

ACCORDING TO AN ARTICLE I READ, LOTS OF GRAD STUDENTS WATCH SOAPS THESE DAYS. BUT--

-- HOW MANY GET TO SMOOCH WITH ONE OF THE STARS AFTER CLASS?

MJ, CALL JAMIE WILLIAMS. -PETE

PHYSICS

PHYSICS

21

AND NOW THIS NEWSBREAK. ESCAPED CONVICT EDDIE BROCK-- ALSO KNOWN AS THE SADISTIC KILLER VENOM--IS STILL AT LARGE AFTER--

BRRRNG

OH, NO! I'D BETTER GET HOLD OF MARY JANE! MAYBE WE CAN TAKE AN IMPROMPTU VACATION! ON NEPTUNE!

HMM? THE PHONE!

HELLO? AUNT MAY! WHAT? HE WAS THERE? ARE YOU--; WHEW!

HE WAS LOOKING FOR ME? YOU TOLD HIM WHAT?

THAT YOU WERE ON A PHOTO ASSIGNMENT AT THE SHEEP MEADOW IN CENTRAL PARK! I THOUGHT OPEN SPACES WOULD BE BEST FOR THE POLICE TO CAPTURE HIM!

UH, THAT'S GREAT, AUNT MAY. QUICK THINKING. NO, I'LL CALL THE POLICE FOR YOU.

MM-HM. I'LL BE FINE. YOU TAKE CARE NOW, AND THANKS.

IF I'M NOT THERE WHEN VENOM GETS TO THE PARK, OR IF HE FINDS THE POLICE WAITING, HE MIGHT TAKE HIS ANGER OUT ON *AUNT MAY!*

LOOKS LIKE HE'S GOING TO GET WHAT HE WANTS AFTER ALL...!

BI

THE SHEEP MEADOW, MOMENTS LATER...

OKAY, I'M HERE.

SO WHERE'S VENOM?

I SHOULD BE ABLE TO SPOT THAT BLACK-AND-WHITE COSTUME A MILE AWAY--

--EH? GALLOPING HOOVES! A MOUNTED POLICEMAN?

YOU'RE UNDER ARREST, WALL-CRAWLER!

FOR DESTROYING MY LIFE!

UNIFORM CHANGING! *MOVING!* THAT'S NO COP! IT'S EDDIE--

-- BROCK!

YOU HAVE THE RIGHT TO REMAIN DEAD!

KWAMM

FWEET! HERE, BOY! NOW--

HELP

--STAY!

THIS IS SAUNDERS! SOME TWIST STOLE MY MOUNT!

GET AN ACTION TEAM TO THE SHEEP MEADOW! FAST!

MEADOW'S OPEN, ALL RIGHT--BUT FULL OF PEOPLE!

GOT TO MOVE THIS TO THE WOODS!

WHAM

WANT TO PLAY MORE? GOOOD BOY!

EDDIE BROCK WAS A JOURNALIST! BUT HIS CAREER WAS INADVERTENTLY RUINED WHEN I BROKE A CASE THAT PROVED HIS BIGGEST EXCLUSIVE TO BE A LIE!

HIS MIND SNAPPED, AND HE FOCUSED HIS RAGE ON ME!

THAT'S WHY HE MELDED WITH THE ALIEN SYMBIOTE THAT FORMS HIS COSTUME! THE *ALIEN* HATES ME, TOO!

AND WORSE, BECAUSE OF ITS OTHER-WORLDLY NATURE, IT DOESN'T TRIGGER MY EARLY-WARNING *SPIDER-SENSE!*

PHAP

LIKE SO...!

:GHLK: F-FLOWING OVER MY HEAD! SQUEEZING TIGHT!

C-CAN'T *BREATHE!* :CHOKE:

THWIPP

CAN'T SEE, EITHER!

G-GOT TO FIRE BLIND!

HOPE MY WEBBING LATCHES ONTO SOMETHING--

SPEK!

THRAM

--SOLID!

SIRENS IN THE DISTANCE! BUT VENOM'S ON MY TAIL!

HE'LL RIP THROUGH POLICE OR ANYTHING *ELSE* TO GET TO ME--

--EEEYOWP! GOOD EXAMPLE!

MADRE--!

IT'S A GOOD THING MY SPIDER-SENSE STILL WORKS ON *TAXIS*!

"IT HIT THAT HANSOM CAB! DOESN'T LOOK LIKE THE *PASSENGERS* WERE HURT, BUT I'LL DOUBLE-CHECK ONCE I REACH THE--"

TOO MUCH WEBBING!

--GROUND?

PLIP PLIP

G-GOT TO BREAK FREE BEFORE--

PLAY PERIOD'S OVER!

NOW IT'S TIME FOR...

...SNACKS!

?

NO!

"THAT BABY FELL INTO THE LAKE!

"PARENTS ARE TRAPPED UNDER THE WRECKAGE!"

AND I... ...CAN'T... ...BREAK... ...FREE!

JASMINE!

M-MY BABY! SOMEBODY SAVE HER!

SOMEBODY DOES. SOMEBODY...

...SURPRISING!

FLIP

DON'T CRY, CHILD. YOU'RE SAFE.

INNOCENCE IS PRECIOUS. IT SHOULD BE CHERISHED, PROTECTED ALWAYS.

I WAS INNOCENT, ONCE.

TH...TH-THANK YOU!

WAAAAAH

POLICE? BUT OUR CRUSADE AGAINST SPIDER-MAN IS *PERSONAL!* SUCH INTERFERENCE COULD SOIL ITS *PURITY!*

OUR TRIUMPH MUST BE POSTPONED... FOR NOW.

SPLAT!

FINALLY! BUT VENOM'S GETTING AWAY! GOT TO--

--NO! SPIDER-SENSE!

THE TAXI'S *GAS TANK!*

LOOK OUT!

BAM

SOON...

EVERYONE'S ALL RIGHT, BUT VENOM GOT AWAY CLEAN!

FIRST STYX AND STONE, THEN VENOM! KIND OF MAKES ME WONDER--

--WHAT'S NEXT!

MATTER OF FACT, THIS IS!

THAT'S RIGHT, MR. CAESAR, WE HEARD ABOUT THE BATTLE ON POLICE RADIO, AND ARRIVED AT THE PARK AS IT CONCLUDED.

BUT SINCE SPIDER-MAN ALWAYS SEEMS TO KNOW WHEN SOMEONE IS FOLLOWING HIM WE CHOSE TO SHADOW HIS OPPONENT!

--WE WILL!

NO, SIR, WE LOST HIM IN THESE ABANDONED SUBWAY TUNNELS. WE'LL KEEP LOOKING.

WHEN WE FIND HIM, WE'LL FOLLOW HIM TO SPIDER-MAN. AND IF HE DOESN'T KILL THE WALL-CRAWLER THIS TIME, SIR--

NEXT ISSUE: SOMEONE DIES! REALLY!

MARVEL COMICS

AMERICA'S FAVORITE NON-MUTANT™ SUPER HERO!

the AMAZING SPIDER-MAN®

OUT OF MY WAY, LOSERS! SPIDER-MAN IS MINE!!

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IF STYX™ AND STONE™ DON'T BREAK SPIDEY'S BONES -- VENOM™ WILL!!

ERIK LARSEN AND MACHLAN

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

STALKING FEAT!

FOREST HILLS.

I KNOW VENOM IS OUT THERE! BUT WHERE?

WHERE?

DAVID MICHELINIE WRITER

ERIK LARSEN PENCILER

MIKE MACHLAN INKER

RICK PARKER LETTERER

BOB SHAREN COLORIST

JIM SALICRUP EDITOR

TOM DeFALCO EDITOR IN CHIEF

THE ALIEN SYMBIOTE *EDDIE BROCK* WEARS AS A COSTUME DOESN'T TRIGGER MY *SPIDER-SENSE!* AND WITHOUT IT TO WARN ME OF DANGER--!

HOT CHOCOLATE'S READY!

OH, MY! NATHAN'S *ASLEEP* AGAIN. BETTER TALK QUIETLY.

I'M SO GLAD YOU COULD SPEND THE NIGHT, PETER. I JUST WISH *MARY JANE* COULD HAVE COME. ARE THINGS...

...OKAY WITH YOU TWO? YOU SEEM WORRIED.

THE MARRIAGE IS GREAT, AUNT MAY. MJ JUST HAD "GIRL STUFF" TO DO TONIGHT.

SO I THOUGHT I'D DO SOME "NEPHEW STUFF!"

AND I'M GLAD YOU-- *OOP!* FORGOT THE LITTLE MARSHMALLOWS! BE RIGHT BACK!

WHEW! GOT TO WORK ON LOOKING CALM! CAN'T LET AUNT MAY KNOW THE *REAL* REASON I'M UPSET!

VENOM! BROCK CAME HERE YESTERDAY LOOKING FOR ME! IF HE COMES BACK, AUNT MAY COULD BE IN REAL DANGER! BLAST IT ALL!

I'D FEEL A LOT BETTER IF I KNEW WHERE THAT LUNATIC--

TEP

--WAS?

BETTER CHECK THAT BATHROOM WINDOW.

SEEMS THE *LOCK'S* BROKEN.

OKAY, BROCK! YOU FOUND ME! BUT WE TAKE THIS *OUTSIDE!*

NOT NECESSARY.

THIS MAP SHOWS THE ABANDONED SUBWAY TUNNEL WHERE I LIVE. WE WON'T BE DISTURBED THERE, LIKE WE WERE IN THE *PARK.* *

SNZZZZ

* LAST ISSUE.-- J.S.

BE THERE IN 24 HOURS, COME EARLY? I'LL KNOW. BRING HELP? I'LL KNOW. DO *ANYTHING* UNSEEMLY...

... AND YOU WILL PAY *DEARLY.*

LOOK, VENOM, I'M TIRED OF THESE THREATS AGAINST AUNT MAY!

IF YOU SO MUCH AS *TOUCH* HER--

SIR, YOU *OFFEND* ME. MRS. PARKER IS SO...

...*INNOCENT.* I WOULD NEVER HARM HER.

YOU HAVE MY WORD.

BROCK IS NUTS.

BUT HE HAS A STRONG, IF *TWISTED,* SENSE OF HONOR!

WHO ARE YOU TALKING TO, PETER? IS NATHAN AWAKE?

UH, NO, AUNT MAY! I-IT'S--

--SOMEONE FROM THE GAS COMPANY.!

NIIIIIIICE!

THEY'RE READING METERS *THIS* LATE? HOW ODD.

YEAH.

IT'S DOWNRIGHT *WEIRD...!*

MANHATTAN: THE NEXT MORNING...

?!

HEY, HOT STUFF! WHAT WOULD YOU SAY TO A WEEKEND IN *ARUBA?*

UH, I'D *SAY--*

COULDN'T YOU CALL IN SICK?

KOFF KOFF?

--THAT MY HUSBAND IS READY FOR A PADDED WEB-!

I CAN'T TAKE OFF FROM "SECRET HOSPITAL" IN THE MIDDLE OF TAPING!

UH-UH. PEOPLE DEPEND ON ME.

BESIDES, WE CAN'T AFFORD A VACATION RIGHT NOW.

SURE WE CAN! ONCE YOUR SAVINGS ARE UNLOCKED FROM THAT LEGAL MESS WITH THE CONDO--

PETER, I-I DIDN'T KNOW HOW TO TELL YOU, BUT,.. I WENT TO THE LAWYER YESTERDAY.

ELVIS COSTELLO

I SIGNED A NO CONTEST AGREEMENT IN THE LAWSUIT.

WITH LEGAL FEES AND PENALTIES, MY SAVINGS ARE PRETTY MUCH WIPED OUT!

WHAT?! BLAST IT, MJ! WE COULD HAVE WON!

OH, YEAH? AND AT WHAT COST?

YOU WEREN'T JONATHON CAESAR'S PRISONER! HIS PLAYTHING!

I WAS!

AND THE IDEA OF SPENDING MONTHS IN COURT, WITH HIM LEERING AT ME EVERY SECOND--! NO. NO AMOUNT OF MONEY IS WORTH THAT!

I... YEAH. YOU'RE RIGHT. OF COURSE.

SOMETIMES I'M ABOUT AS SENSITIVE AS A POTHOLE!

I WANTED TO PROTECT MARY JANE FROM VENOM, BUT NOW I DON'T EVEN WANT TO *TELL* HER ABOUT HIM! SHE'S GOT SO MUCH ON HER MIND ALREADY!

I'LL TAKE THE TICKETS BACK FOR A REFUND, AND DON'T WORRY, SWEETHEART.

EVERYTHING WILL BE FINE.

THE BEDFORD TOWERS.

I WANT SPIDER-MAN *CRUSHED*, DO YOU HEAR? I WANT HIS BONES IN A BAG!

HE INTERFERED WITH MY OBTAINING THE MOST PRECIOUS CREATURE ON EARTH! AND NOW YOU TELL ME--

--YOU CAN'T EVEN *FIND* HIM?!?

IT'S NOT THAT SIMPLE, MR. CAESAR.

WE REACHED CENTRAL PARK JUST AS THE FIGHT BETWEEN SPIDER-MAN AND VENOM WAS ENDING. FROM EXPERIENCE, WE KNEW THAT FOLLOWING *SPIDER-MAN* WOULD BE FUTILE -- HE ALWAYS SEEMS TO KNOW WHEN SOMEONE'S TAILING HIM.

SO WE CHOSE TO SHADOW *VENOM* INSTEAD, THINKING THAT HIS APPARENT HATRED FOR THE WEBSLINGER WOULD EVENTUALLY BRING THE TWO *TOGETHER* AGAIN.

BUT WE LOST HIM IN A MAZE OF ABANDONED SUBWAY TUNNELS. WE SUSPECT HE HAS OTHER MODES OF EGRESS. PERHAPS EVEN SOME WAY TO *DISGUISE* HIMSELF. BUT--

-- eh? STYX! DON'T--!

MMMMMM...!

SSSSSS

CAN'T YOU MAKE HIM STOP THAT?

WAIT WITH THE TURBO-HOPPER IN THE ALLEY!

KILL SOME COCKROACHES!

BUT :SNIFF: THEY'RE SO SMALL!

NORMALLY, MR. STONE, I RESPECT MY OPERATIVES' PRIVACY. BUT--

--WHAT THE BLAZES /S HE?!

A VICTIM, SIR.

SOME TIME BACK, A LEGITIMATE MEDICAL RESEARCH FIRM WAS HIRING HOMELESS PEOPLE TO PARTICIPATE IN EXPERIMENTS FOR NEW *PHARMACEUTICALS*.

PAY WAS GOOD; DANGER WAS MINIMAL.

BUT ONE SCIENTIST PURSUED HIS OWN *UNAUTHORIZED* PROJECT, EXPLORING A THEORY THAT THE BODY COULD DEVELOP IMMUNITY TO *CANCER* BY CONTROLLED EXPOSURE, SIMILAR TO THE WAY IT CAN COME TO TOLERATE *SNAKE* POISON.

TO THAT END, AN ITINERANT NAMED *JACOB EICHORN* WAS INJECTED WITH A MUTATED CANCER COMPOUND BUT IN ADDITION TO DEVELOPING IMMUNITY--

--HE BECAME A LIVING *CANCER* HIMSELF ABLE TO ROT AND KILL ORGANIC MATTER BY MERE TOUCH!

IT ALSO AFFECTED HIS STABILITY. HE TOOK THE NAME "*STYX*"--

--AFTER THE MYTHICAL PASSAGE TO HADES. NOW, HE LIVES FOR DEATH. IT'S THE ONLY THING THAT BRINGS HIM PLEASURE.

AND RELEASE.

BUT WHY DO *YOU* HELP HIM?

HE...

...DID SOME-THING FOR ME ONCE.

FEH! I *DESPISE* RIDDLES!

JUST GO BACK AND WATCH THAT TUNNEL! SOMETHING IS *BOUND* TO HAPPEN!

PROBABLY. BUT UNTIL THEN...

DO I CHANCE IT? THAT'S THE GYM WHERE *FLASH THOMPSON* HOLDS HIS BOXING CLASSES.

BUT WHAT IF *FELICIA'S* THERE? SHE'S USING FLASH--

--TRYING TO GET BACK AT ME FOR *REJECTING* HER. RUNNING INTO 'LICIA'S THE *LAST* THING I NEED!

STILL, I *HAVE* TO GET ADVICE FROM *SOMEONE.* AND MARY JANE IS TOO CLOSE TO THINGS.

FLASH IS MY OLDEST BUDDY.

IT'S WORTH THE RISK.

THAT'S GREAT, ROSCOE! DO IT RIGHT, AND YOUR OPPONENT WILL HIT THE CANVAS EVERY TIME! JUST REMEMBER--

--*NEVER* HIT HIM ONCE HE'S DOWN!

HEY, PETE! GOOD TO SEE YOU, PAL!

YOU GUYS RUN A COUPLA LAPS, OKAY? THEN HIT THE SHOWERS!

BOXING

YA JUST MISSED FELICIA, PETE. TOO BAD.

SHE REALLY *LIKES* YOU!

UH, YEAH, WELL...

M-Mr. THOMPSON!

I-I THINK I TURNED MY *ANKLE!*

NO SWEAT, RICARDO! WE'LL FIX 'ER RIGHT UP!

Y'KNOW, I WAS JUST WONDERING--HOW'D YOU WIND UP WORKING WITH UNDERPRIVILEGED KIDS, ANYWAY?

KIDS ARE IMPORTANT, PETE.

AN' THEY NEED *ROLE MODELS.* I DIDN'T GET MUCH GUIDANCE MYSELF WHEN I WAS LITTLE. ENDED UP BEIN' SOMETHIN' OF A *BULLY!*

BUT THEN I *FOUND* A ROLE MODEL,

SPIDER-MAN!

I WANTED TO *BE* SPIDER-MAN. 'COURSE, I COULDN'T.

HEY, WHO *COULD*, eh, PETE?

BUT I'VE TRIED TO LIVE MY LIFE AS CLOSE AS I COULD TO THE *IDEALS* SPIDEY SET.

SPIDEY SHOWED ME THAT DOIN' *RIGHT* WAS WHAT COUNTED, EVEN IF IT HURT.

SOMETIMES IT ISN'T EASY. PROBLEMS SEEM BIGGER'N LIFE.

BUT I ALWAYS KEEP TRYIN'.

'CAUSE I KNOW *SPIDEY* WOULDN'T GIVE UP JUST BECAUSE THE GOIN' GOT TOUGH!

YOU WALK THAT ON OUT, RICKY. IT'LL BE FINE TOMORROW.

NOW, PAL, WHAT CAN I DO FOR *YOU*?

I THINK YOU'VE ALREADY DONE IT.

BOXIN'

FIGHT

TONITE!

BATTLE OF THE CENTURY

BOXING! AT JKS

THE WAR!

LIEFELD VS McFARLANE

PAL!

CENTRAL PARK, EVENING.

CUT IT OUT, STYX!

YOU'RE KILLING OUR COVER!

I'M BORED.

THAT CAN'T BE HELPED! JUST KEEP YOUR--

-- GLOVES ON?

NEVER MIND.

BOREDOM'S OVER!

GOT TO BE CAREFUL!

REAL CAREFUL!

REMEMBER I CAN'T DEPEND ON MY SPIDER-SENSE!

RELYING ON IT OUT OF HABIT HAS GIVEN VENOM AN ADVANTAGE IN THE PAST!

YEAH, LIKE HE DOESN'T HAVE ENOUGH OF AN EDGE--

--ALREADY!

"COME INTO MY PARLOR," SAID THE SPIDER--

--TO THE SPIDER!

WELCOME TO CASA VENOM, BE IT EVER SO HUMBLE...

...FILTHY...

...RAT-INFESTED...!

IT FITS YOU, BROCK!

MORE THAN YOU KNOW. THIS COLD WAR FALLOUT SHELTER WAS ABANDONED. MUCH AS--

-- WE WERE! I, WHEN MY JOURNALISTIC CAREER WAS DESTROYED! AND MY OTHER-WORLDLY COMRADE--

--WHEN IT WAS *SPURNED* BY THE HUMAN IT HAD ORIGINALLY JOINED!

THE SOURCE OF PAIN IN *BOTH* INSTANCES BEING--

...YOU!

SOMETHING'S WRONG! HE'S *TALKING* INSTEAD OF *ATTACKING*! GOT TO HAVE SOMETHING UP HIS--

--SLEEVE? SENT SOME OF THE ALIEN'S SUBSTANCE ALONG THE FLOOR, HIDING IT IN THE SHADOWS! TRIED TO *AMBUSH* ME--

--LIKE HE DID ON THAT LONG ISLAND BEACH!*

*IN ISSUE #317. --J.S.

BUT A WEBLINE, JUDICIOUSLY APPLIED TO THOSE BARBELLS!

THWIPP

MISSED ME! NYAH, NYAH--

KRMBLLNK

--NYYAAGGH!

WE DON'T WANT TO PLAY ANYMORE.

NO?

NOPE.

WE WANT TO EAT YOUR BRAIN!

SPIDER-SENSE! VENOM ?!? NO!

COMING FROM--

SHARKFINK

--BEHIND!

WHA--? AW, NO! NOT--

HNGF

"--THEM!"

SHALL I REMOVE MY GLOVES Mr. STONE?

NOW'S THE TIME, Mr. STYX!

NEW RULES?

PERHAPS WE WILL PLAY A LITTLE LONGER!

YAAAAGH!

EEE REEE EEE

SONIC BEAM WAS PAINFUL WHEN IT WAS USED AGAINST ME!

BUT IT COULD HAVE DEADLY EFFECTS ON THE SYMBIOTE!

BLAST IT ALL! BENEATH THAT COSTUME, EDDIE BROCK IS JUST A SCREWED-UP HUMAN BEING!

I CAN'T STAND AROUND AND WATCH HIM--

--DIE?

=WHEW= AT LEAST MY SPIDER-SENSE STILL WORKS ON *THESE* GUYS! GOT TO WATCH THOSE HANDS!

MAKE SURE THEY DON'T EVEN *GRAZE* MY-- EH? THE FINGERS!

G-GROWING *LONGER?!*

THIS IS GETTING *COMPLICATED!*

PHOOF

=K-KOFF=

GAS PODS SLOWING THE WEBSLINGER DOWN! FINISH HIM OFF, STYX!

I'LL KEEP *VENOM* BUSY!

I-IT WAS TOUGH AVOIDING THESE GAS PELLETS =CHOKE= IN THE OPEN AIR!

H-HOW CAN I STAY AWAY FROM THEM *HERE?*

HEAT RAY?

"NOVA BEAM."

OOOOO, SPIFFY NAME!

I THINK WE'LL CALL THIS BROKEN WATER PIPE "*RODNEY*"!

PLACE LOOKS LIKE IT WAS A FALLOUT SHELTER! SUPPLIES PROBABLY DATE BACK TO THE *COLD WAR!* BUT THEY'RE STILL SOLID ENOUGH TO--

"--LORD! OATS TURNING BLACK! RUNNING LIKE *SYRUP!* TH-THIS GUY EVEN ROTS 40-YEAR-OLD GRAIN!"

MEANWHILE...

CRASH

STROBE BURST SHOULD BLIND HIM! THEN--

--HNH? Y-YOUR EYES! THEY'RE GONE!

UH-UH.

JUST HIDING!

PEEKABOO!

?!

CH-CH-CH-CHK

OUCH.

PLIP PLIP PLIP

NO MORE PLAY TIME!

STILL WOOZY! ≠CHUFF≠ C-CAN'T STOP STYX IN TIME!

OH, GOD! H-HE'S GOING TO TOUCH--

"--VENOM!"

Aaaa.....

AAAAAAA!

NOOOO!

CHRAK

MANIAC'S IN ECSTASY! NOT EVEN *TRYING* TO ESCAPE!

BUT WHAT ABOUT--

--VENOM?

WE... :SNIFF:

...W-WE'RE... :SNUFFLE:...

..DEAD!

SOMETIME LATER...

THEY'RE TAKING BROCK TO RYKER'S ISLAND--NO NEED FOR *THE VAULT* ANY MORE.

WHATEVER IT IS STYX DISHES OUT, THE SYMBIOTE TOOK ALL OF IT! GAVE *ITS* LIFE FOR EDDIE'S!

I'LL PUT THE REMAINS WHERE THEY'LL BE SAFE.

SHOULD BE HAPPY. BUT EVEN WITH THE EVIDENCE HERE IN MY HANDS, IT'S HARD TO BELIEVE THAT AT LAST, THE MENACE OF *VENOM*...

...IS OVER!

AH, BUT **NEXT** ISSUE: "THE RETURN OF THE *SINISTER SIX!*"

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SPI-DEY'S TOTALLY TINY ADVENTURE

PART 1

the AMAZING SPIDER-MAN®

GUEST STARRING ANT-MAN™

OH, NO! SPIDEY'S BEEN REDUCED TO THIS!!

BIG TROUBLE FOR LITTLE SPIDEY!

STAN LEE PRESENTS:

the AMAZING SPIDER-MAN®

SPI-DEY'S TOTALLY TINY ADVENTURE

PART 1

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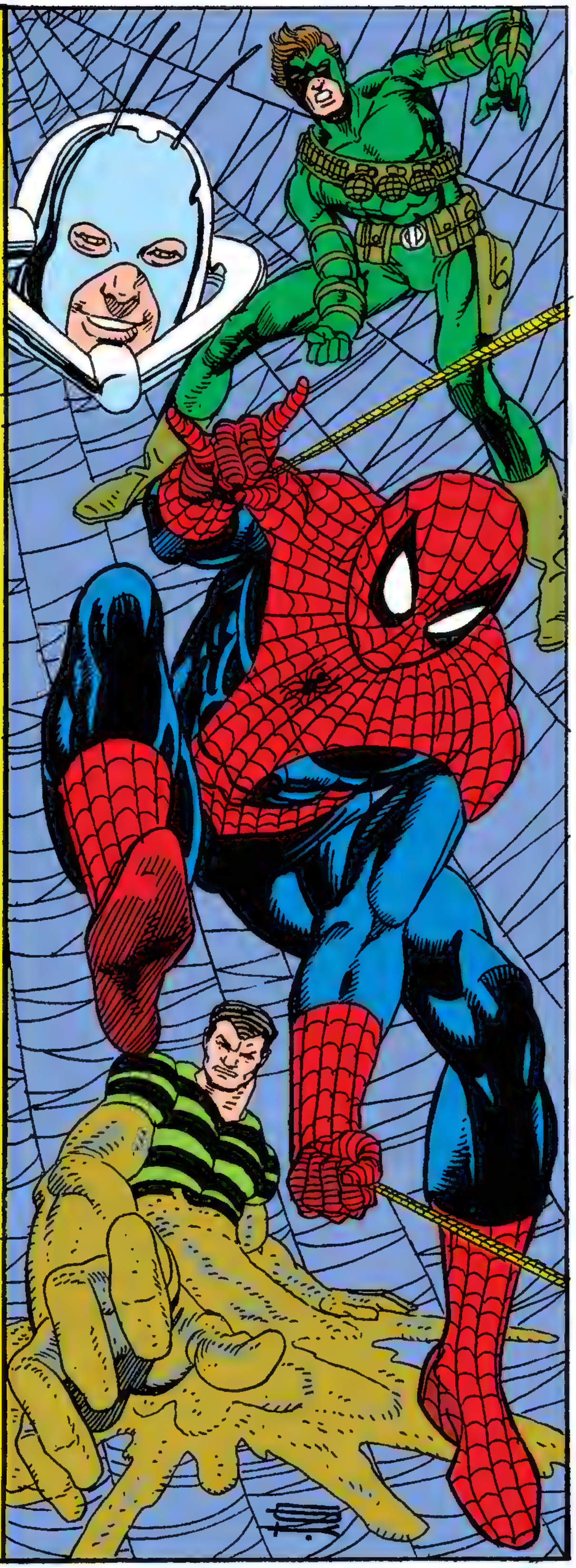


AT NEW YORK'S FOURTH ANNUAL "TOMORROW EXPOSITION," PETER PARKER (FREELANCE PHOTOGRAPHER AND SOMETIME SPIDER-MAN)--

--RISES TO THE OCCASION!

ULP!

TELL ME, MR. PARKER, HOW DOES IT FEEL TO FLY?

QUARK ENTERPRISES! OR HONEY, I SHRUNK THE NON-MUTANT SUPER HERO!

I DIDN'T LIKE FLYING EVEN WHEN I HAD THE *CAPTAIN UNIVERSE* POWERS! AND *WITH-OUT* THEM...

...IT'S A LITTLE STRANGE, MR. HEINBERG!

TOMORROW EXPOSITION

3

14

THE FUTURE IS *ALWAYS* STRANGE, MY BOY. UNTIL WE *GET* TO IT!

AND YOU'RE EXPERIENCING A LITTLE *PIECE* OF THE FUTURE, COURTESY OF CORDCO, INC.!

THIS IS AN EXAMPLE OF *QUARK* TECHNOLOGY! QUARKS BEING THE BUILDING BLOCKS OF MATTER, THE SMALLEST PARTICLES KNOWN TO EXIST!

BY EXCITING QUARKS IN THEIR ORBITS--

--WE'RE ABLE TO APPROXIMATE A *NULL-GRAVITY* STATE FOR A FEW SECONDS!

UNFORTUNATELY, THIS DEMONSTRATION *COSTS* AS MUCH AS LIGHTING NEW YORK CITY FOR A *WEEK*! SO PRACTICAL APPLICATION IS A GOOD DECADE AWAY.

BUT I'M SURE THE AUDIENCE CAN APPRE-CIATE THE STRIDES THAT CORDCO, INC. IS MAKING FOR THE WORLD!

4TH ANNUAL TOMORROW EXPOSITION

AS I TRUST THEY APPRECIATE YOUNG MR. PARKER'S COURAGE FOR *VOLUNTEERING* TO BE OUR WEIGHT-LESS GUINEA PIG!

IT WAS A PLEASURE, SIR.

115

AND I'M NOT KIDDING!

KLIK-WHRRR

SCIENCE HAS *ALWAYS* BEEN A PASSION FOR ME!

I FEEL LIKE A KID IN A CANDY STORE--

--FULL OF *FREE SAMPLES!*

AND BEING ABLE TO MAKE A FEW BUCKS SELLING *FREELANCE PHOTOS* IS JUST ICING ON THE TWINKIE!

--WILL *REVOLUTIONIZE* PEST CONTROL! IN FACT--

--THE DOCTOR LEWIS *AUTOMATIC INSECT ERADICATOR* IS SO EFFICIENT--

--THAT THE EXPO ITSELF HAS CHOSEN TO USE IT TO KEEP THEIR SHOW FREE OF UNWANTED ARTHROPODS!

AH, BUT YOU ASK, WHAT OF *HUMAN* PESTS?

TIK

ALLOW ME TO INTRODUCE THE DOCTOR LEWIS *ULTIMATE SECURITY SYSTEM.*

--ROBOPUP!

HALT! SNIKE OR I WILL BITE!

BETTER KNOWN AS--

GRRRRR BLIP

FOR UNLIKE CONVENTIONAL BUG ZAPPERS, THIS IS NOT A *PASSIVE* DEVICE. NO, IT ACTUALLY *SEEKS OUT* BUGS AND OBLITERATES THEM!

I LOVE THIS STUFF!

I LOVE IT!

B-B-BARK

BUT THE EXPO IS ABOUT TO CLOSE. I'D BETTER FIND A PHONE, GIVE THE *WIFE* A CALL.

LET MARY JANE KNOW I'M GOING TO BE A LITTLE *LATE!*

AND, SPEAKING OF LATE--

HEY, BUDDY! EXPO CLOSES IN *FIVE* MINUTES!

NUTS!

--MEET **SCOTT LANG!**

CAB FROM THE AIRPORT GOT CAUGHT IN TRAFFIC! I DIDN'T EVEN TAKE TIME TO DUMP MY LUGGAGE AT THE HOTEL--

--AND I'M ***STILL*** CUTTING IT CLOSE!

AS FAR AS THE I.R.S. IS CONCERNED, THIS IS A "BUSINESS TRIP."

FACT-FINDING FOR THE ELECTRONICS STORE I RUN IN CALIFORNIA!

BUT TRUTH TO TELL, I WANTED TO CHECK OUT ALL THE NEW ***TOYS*** WHILE CASSIE SPENT HER SCHOOL VACATION WITH RELATIVES!

4TH ANNUAL TOMORROW EXPOSITION

BLAST! THEY'VE ALREADY SHUT DOWN THE ***QUARK*** EXHIBIT! THAT'S WHAT I ***REALLY*** WANTED TO SEE!

DARN! GUESS I'LL JUST HAVE TO WAIT TILL TOMORROW. UNLESS... HMM. LIKE THE OLD SAYING GOES: WHERE THERE'S A WILL--

--AND AN ANT-MAN--

--THERE'S A WAY!

WHILE AT A LOADING DOCK AT THE REAR OF THE EXPO BUILDING...

KIND OF LATE FOR DELIVERIES, ISN'T IT, FOLKS? I'M AFRAID I'LL HAVE TO SEE YOUR AUTHORIZATION PAPERS.

ACH, SORRY. NO PAPERS. BUT WE DO HAVE SOMETHING ELSE FOR YOU.

HOPE YOU LIKE IT.

CHLOROFORM?!?

SLLLAK

ALL RIGHT, MISTER, YOU'VE JUST BOUGHT YOURSELF A WHOLE BUNCH OF--

CK-CHK

SK-CHK

KLIK

≥ULP≤

--TROUBLE?

YOUR OPTIONS, OFFICER, HAVE BEEN REDUCED TO THE FOLLOWING:

YOU MAY BREATHE THIS CHLOROFORM--

--OR YOU MAY *STOP* BREATHING AT ALL!

AH, LIFE: DECISIONS, DECISIONS.

SOME, APPARENTLY, MADE MORE EASILY THAN OTHERS...!

UUUUUUUHHH...

HEADPHONES IN PLACE?

BODY ARMOR SET?

SEHR GUT. IF THAT *QUARK* MACHINE IS AS GOOD AN ENERGY SOURCE AS THEY SAY--

-- THEN SURELY ITS SECRETS CAN BE APPLIED TO *WEAPONS* TECHNOLOGY.

AN ADVANTAGE MANY COUNTRIES WILL PAY *HANDSOMELY* TO OBTAIN!

LET US MAKE CERTAIN, KAMERADEN--

--THAT IT IS TO *US* THAT SUCH PAYMENT IS *MADE!*

INSIDE.

MARY JANE? ME.

UH-HUH, I'M RUNNING LATE.

NO, I STILL HAVE TO DROP SOME FILM OFF AT THE NEWSPAPER.

DARN. WE'RE TAPING A *LOVE SCENE* FOR "SECRET HOSPITAL" TOMORROW--

-- AND I WAS HOPING YOU COULD HELP ME *REHEARSE*. HURRY HOME?

HEAR THOSE FOOTSTEPS ON THE STAIRS?

THAT'S *ME!*

HMM, I CAN TRAVEL FASTER AS *SPIDER-MAN*. BUT WHERE CAN I CHANGE?

THIS LOOKS LIKE A GOOD PLACE TO CHANGE!

AUTO-VENT

I CAN DO A LOT OF *PRIVATE SIGHTSEEING* ONCE I GET DOWN TO ANT-SIZE!

EXPERIMENTAL EMERGENCY EXHAUST UNIT

PERFECT! NO ONE'S LOOKING!

A LITTLE WHIFF OF SHRINKING GAS, AND--

--EH? VENT SYSTEM ACTIVATING! SENSORS MUST HAVE DETECTED THE GAS! OH, WELL...

"...NO BIG DEAL!"

SPIDER-SENSE TINGLING!

SOME SORT OF K-KOFF FUMES!

GOT TO JUMP AWAY--NO! WATCHMAN WOULD SEE ME WITHOUT MY MASK--!

I'LL JUST REDIRECT THE GAS FLOW AND--

--AH-HA!

AH-HYYAAAA!

WH-WHAT THE BLOODY BLUE BLAZES IS GOING ON?!?

WHAT'S GOING ON OVER THERE? SOUNDED LIKE A SCREAM--!

THOK

THAT WAS THE LAST GUARD, KAMERADEN!

NOW TO GET TO THE QUARK MACHINE!

SIZE IS RIGHT. CYBERNETIC HELMET CHECKS OUT.

EVERYTHING'S "GO"!

NOW TO GET TO THE QUARK MACHINE!

HEART'S BEATING LIKE HUMMINGBIRD WINGS!

HOW DID EVERYTHING GET SO BIG?

OR EVEN SCARIER: H-HOW DID I GET SO SMALL?!

DRAW ME

WIN $$

THIS IS NOT A GOOD DAY...!

=ICK= I-IT'S GETTING WORSE!

B- BEING BITTEN BY A RADIOACTIVE SPIDER IS WHAT GAVE ME MY *POWERS!*

BUT A CHOMP FROM *THAT* MONSTER COULD CUT ME IN *HALF!*

LORD, DO I LOOK THAT UGLY TO OTHER PEOPLE?

G-G-G-GET--

--AWAY!

HUH?!

KNOCKED HIM THE EQUIVALENT OF A FOOTBALL FIELD!

I MAY BE TINY, BUT IT SEEMS I'VE STILL GOT MY FULL-SIZED *STRENGTH!*

UH-OH. LOOKS LIKE MY *NAMESAKE'S* SCRABBLING BACK FOR ROUND TWO!

BUT SINCE HE DOESN'T POSE ANY REAL *DANGER*--

THWIPP

THWIPP

--THERE'S NO SENSE IN *HARMING* HIM!

GOT TO RACK MY BRAINS! FIGURE OUT WHAT'S HAPPENED!

HOW COULD I POSSIBLY HAVE GOTTEN SO--

QUARKS!

SOMETHING MUST HAVE HAPPENED DURING THAT DEMONSTRATION!

QUARKS ARE TINY PARTICLES, AND NOW *IM* A TINY PARTICLE! I'VE GOT MY CLUE!

NOW TO GET TO THE *QUARK MACHINE!*

SPEAKING OF THE DEVIL...

WHAT A KICK! THIS IS ALMOST LIKE DISCOVERING A FORGOTTEN REMBRANDT!

I'VE NEVER SEEN CIRCUITRY SO INTRICATE!

SO INNOVATIVE!

I ACTUALLY FEEL--

--M-M-MOVED?!

S-SOMEONE'S SH-SHAKING THE C-CIRCUIT BOARD!

WUNDERBAR! THE HEART OF THE DEVICE!

KHADAFF! WILL KISS OUR *FEET* TO POSSESS IT!

TECHNO-THIEVES!

HEY, PAL, I'VE GOT SOMETHING *ELSE* YOU CAN KISS!

LIEBER GOTT--!

TZAK

A BIT OF BIOELECTRIC *LIGHTNING* SHOULD GET THEIR ATTENTION!

BOHK

AND A WHIFF OF *ENLARGING* GAS--

--SHOULD KEEP IT!

=GULP= TH-THEN AGAIN--

--DO I REALLY WANT IT?

SPIDER-SENSE! WHAT--

--OH, GREAT! THAT NUTTY PROFESSOR'S *BUG BOMBER* IS ON MY TAIL!

KA
TH

THIS IS HUMILIATING!

I MEAN, A FLY SWATTER?

WAPSH

WHAT NEXT? A CAN OF "RAID"?

PSSHHH

I HAD TO ASK...! choke

THAT DOES IT!

I'VE BEATEN DOCTOR OCTOPUS! BATTLED MAGNETO!

AND I'M NOT ABOUT TO LET AN AUTOMATED NO-PEST STRIP TAKE ME OUT!

MY BRAIN POWER HASN'T SHRUNK, AND THAT'S ALL I NEED!

SIMPLE PHYSICS TELLS ME THAT A LITTLE LEVERAGE--

-- APPLIED TO THAT CONTRAP-TION'S MOMEN-TUM--

PWANG

-- SHOULD SOLVE THE PROBLEM--

--FOR ME!

SWASHKLEESH

AW, GEEZ, WHAT NOW-- MECHANICAL *BEES*?!

BACK-UP SYSTEM ENGAGED!

FFFT

FET

FIRING PROJECTILES! PROBABLY MEANT TO IMPALE FLYING INSECTS!

LIKE *ME*!

UH...

...`BYE!

ONE OF *ME*--LOTS OF *THEM*! KINDA LIMITS MY OPTIONS! BETTER TAKE THE MONEY--

--OR IN THIS CASE, THE CIRCUIT BOARD--

--AND *RUN*!

EEYOWP!

GOT IT! NOW TO GET IT *AWAY* BEFORE--

HE HAS THE BOARD!

ACTIVATE A *MAG PACK!*

"MAG PACK?"

MAG-*NUM?*

MAG-*NETIC?*

MAG--

FAST

--NESIUM!

M-MAGNESIUM FLARE! LIKE A FLASH BULB GONE NOVA!

I CAN'T SEE!

FFT

FFFT

ATTACK DRONES STILL TARGETING!

AND THEIR *AIM* IS GETTING BETTER!

GOT TO FIND SOME WAY TO-- EH?

THE *FAN* ON THAT AUTOMATED VENT DISPLAY IS RUNNING! HMM, MAYBE I SHOULD SEE--

--JUST HOW *STUBBORN* THOSE GNAT-STICKERS ARE!

I'LL PUSH *CARE-FULLY* AGAINST THE HUB, SLOW THE ROTOR DOWN!

WHEN THE BLADES STOP, I'LL SLIP BETWEEN THEM, THEN *LET GO* ON THE OTHER SIDE!

IF THOSE FLYING SPARK-PLUGS ARE *KAMIKAZE* ENOUGH TO KEEP AFTER ME, THEY SHOULD RUN RIGHT INTO--

SPKANG
SPTING
SPAK
PKONK

ALL RIGHT! SCORE ONE FOR THE MINI-GUY WITH THE WEBS!

=WHEW!= TALK ABOUT A WORK-OUT!

THINK I'LL COP A LITTLE REST BEFORE HEADING OVER TO THE QUARK--

DID I SAY SOMETHING ABOUT A REST? LET ME REPHRASE THAT:

GRRRR =BZZZT= RRFF!

I SHOULD'VE STAYED IN BED!

N-N-NICE DOGGIE!

T-TAKE IT EASY NOW!

YOU'RE DROOLING OIL ALL OVER THE COUNTER!

CAN'T CARRY THE CIRCUIT BOARD AT THIS SIZE, BUT AT LEAST I'LL BE LESS OF A TARGET!

VISION'S STILL BLURRY!

BETTER USE MY CYBERNETIC COMMAND HELMET TO CALL IN SOME REINFORCEMENTS!

MEANING...

ANTS! M-MILLIONS OF 'EM!

THEY'RE SWARMING ALL OVER!

MY UNIFORM! MY MOUTH!

M-MY EYES--!

IT'S THAT COSTUMED VIGILANTE'S DOING!

COULD BE BLUFFING, BUT I CAN'T RISK IT! THAT CIRCUIT BOARD'S IMPORTANT!

QUESTION IS...

...IS IT AS IMPORTANT AS MY LIFE!

SHOW YOURSELF! =PTUI= OR ANOTHER MAG PACK DESTROYS THE CIRCUIT BOARD!

AND WE BOTH LOSE!

OCULAR LASERS! THIS MUTT'S *BITE*--

--IS DEFINITELY WORSE THAN ITS *BARK*!

PROBABLY SET TO *STUN*!

BUT WHY TAKE CHANCES--

--WHEN I DON'T *HAVE* TO!

PLANCK

BRRT-ZZK-WOOF?

NOW, I BELIEVE I HAVE A RENDEZVOUS WITH A CERTAIN *MACHINE*!

HOWEVER...

ANT-MAN? COULD *HE* HAVE SOMETHING TO DO WITH MY CURRENT PREDICAMENT?

ONE THING'S SURE: I WON'T BE ABLE TO *ASK* HIM--

"--TILL I'VE DONE SOMETHING ABOUT THE GUYS WITH THE GUNS!"

THWIPP

HIMMEL--!

THOUGHT MY VISION WAS CLEARING UP!

WHAM

BUT NOW I'M SEEING A SPIDER-MAN THE SIZE OF A... WELL... SPIDER!

WHAT HAPPENED?!

YO! WEB-SLINGER!

I WAS HOPING YOU COULD TELL ME! KEEP THOSE SIDEKICKS AT BAY--

--WHILE I PLAY "GULLIVER'S TRAVELS" WITH THE BOSS!

THWIPP

THWIPP

THWIPP

THWIPP

THWIPP

AT THE EXPENSE OF ABOUT A DOZEN WEBBING CARTRIDGES!

AND SO, A QUICK PHONE CALL LATER...

THESE ARE THE NASTIES I TOLD YOU ABOUT, OFFICERS! THEY'RE ALL YOURS!

GUESS WE MADE *SHORT* WORK OF THEM, eh, PARTNER?

EVERY-ONE'S A COMEDIAN!

CAN WE TALK?

SURE!

WHATSAY WE GO SOMEPLACE *PRIVATE*?

HI-YO, INDY!

MY CHARIOT AWAITS!

"HAVE A NICE TRIP, DEAR?"

"SURE, MJ. I CAUGHT THE 9:15 *ANT* FROM GRAND CENTRAL!"

YEEESH...!

AND, IN A BACK ROOM AFTER STORIES HAVE BEEN EXCHANGED..

THAT'S GOTTA BE IT! THOSE *FUMES* YOU BREATHED MUST'VE BEEN THE *SHRINK GAS* THAT VENT SYSTEM SUCKED UP!

BUT HOW DO I GET BACK TO NORMAL? NO OFFENSE, BUT GETTING SMALL ISN'T MUCH FUN WHEN IT'S NOT YOUR *OWN IDEA!*

NO PROBLEM! MY HANDY-DANDY ENLARGING GAS WORKS LIKE A CHARM!

SEE?

IT'S INSTANTANEOUS!

THEN WHAT ARE YOU WAITING FOR?

HIT ME!

YOU GOT IT!

FFSSSSSSSSS

THIS *HAS* BEEN KIND OF EXCITING, BUT IT'LL BE GOOD TO GET BACK TO... UH...

...HEY! DIDN'T YOU SAY "*INSTANTANEOUS?*"

UH-HUH.

BUT I'M STILL *SMALL!*

I'M IN ! GULP ! *BIG* TROUBLE!

UH-HUH.

THEN IT *ISN'T* YOUR SHRINKING GAS KEEPING ME THIS WAY?

UH-UH.

BIG TROUBLE FOR LITTLE SPIDEY CONTINUES, IN SPECTACULAR SPIDER-MAN ANNUAL #10! ON SALE IN ONE WEEK!

THE MERCY BOMB

A SOLO SOLO STORY BY: DAVID MICHELINIE STEVE DITKO RICK PARKER BOB SHAREN JIM SALICRUP and TOM DeFALCO!

"I THINK THAT WE'RE ALL MENTALLY ILL; THOSE OF US OUTSIDE THE ASYLUMS ONLY HIDE IT A LITTLE BETTER."

--STEPHEN KING, DANSE MACABRE

A TRAIN STATION NEAR BARCELONA -- A CHAOS OF SMOKE AND BLOOD.

IT WAS MENDOZA! THAT MONSTER HAS STRUCK AGAIN!

HOW DO YOU KNOW?

A PHONE CALL, SECONDS BEFORE THE EXPLOSION! USING A CODE WORD KNOWN ONLY TO *TORO MENDOZA* AND HIS *CASCAN SEPARATISTS!*

THE MESSAGE SAID THAT DEATH WOULD FOLLOW DEATH--

--UNTIL *AUTONOMY* WAS GRANTED TO THE REBEL CASCAN PROVINCES IN THE NORTH!

MEANWHILE, HE SITS IN HIS FORTRESS, EL BRUJO--

--KNOWING THAT THE INSTANT GOVERNMENT TROOPS ATTACK, HE CAN FLEE THROUGH HIDDEN PASSAGEWAYS!

AND HIS *VENGEANCE* WOULD BE EVEN *MORE* TERRIBLE THAN--MOMENTO! WHY AM I TELLING *YOU?*

WHO *ARE* YOU?!

A CONCERNED CITIZEN.

THIS IS A RESTRICTED AREA! SARGENTO! SEE THAT THIS "CONCERNED CITIZEN" IS MADE COMFORTABLE *OUTSIDE* THE POLICE PERIMETER!

UH, NO DISRESPECT, *EL CAPITÁN*, BUT--

--WHAT CITIZEN?

TO THE AIRPORT. PRONTO!

I SYMPATHIZE WITH YOUR EAGERNESS TO LEAVE, SEÑOR!

RUMOR HAS IT THAT THIS WAS MENDOZA'S WORK! AGAIN! SOMEONE SHOULD DO SOMETHING ABOUT THAT ANIMAL!

YES...

...SOMEONE SHOULD.

EL BRUJO: CROUCHED LIKE A SCABROUS STONE TOAD ALONG SPAIN'S NORTHERN RIM--

--HER MANY GUARDS CONFIDENT THEY CAN PROTECT HER.

FOR AFTER ALL, THEIRS IS THE STRENGTH OF SAVAGERY, THE MIGHT OF SLAUGHTER WITHOUT CONSCIENCE,

WHILE THEIR ONLY ENEMY IS CIVILIZATION, A WEAK FOE BOUND BY EQUITY AND LAW.

MOST OF THE TIME...!

>HRNK<

THAT CAPITÁN WAS RIGHT-- BY THE TIME TROOPS GOT THROUGH THESE FORTIFICATIONS, MENDOZA WOULD BE LONG GONE!

BUT ONE MAN, ON A SOLO MISSION--

--USING STEALTH--

--AND NINJA CLIMBING CLAWS--

-- JUST *MIGHT* GET THE JOB DONE!

MOTOR POOL. BUT WHAT'S A *RED CROSS* AMBULANCE DOING IN A TERRORIST NEST?

AT LEAST THE AREA IS DESERTED. I SHOULD BE ABLE TO SEARCH OUT MENDOZA'S LAIR BEFORE I'M SPOTTED!

IT TAKES MY METABOLISM A WHILE TO REALIGN AFTER I "PHASE" BETWEEN LOCATIONS--

-- AND IF I 'PORTED INTO A *TROOP BARRACKS* BY MISTAKE, I WOULDN'T BE ABLE TO 'PORT OUT IN TIME! WHICH COULD GET--

DROP YOUR WEAPON!

--DANGEROUS?

SO, MENDOZA IS RECRUITING IN *NURSERIES* THESE DAYS?

I AM OLD ENOUGH, *SEÑOR!* TO FIGHT--

--AND TO *DIE* FOR MY CASCAN HERITAGE!

WE ATTACK A MILITARY INSTALLATION TOMORROW, AND I HAVE VOLUNTEERED TO DRIVE THE *AMBULANCE!*

IN THE MIDST OF BATTLE--

--NO ONE WILL QUESTION THE ARRIVAL OF A MERCY VEHICLE! THAT IS, UNTIL I DETONATE THE *EXPLOSIVES* PLANTED INSIDE!

WHY DON'T YOU TAKE ME TO MENDOZA, BOY--

-- SO I CAN TELL HIM TO HIS *FACE* WHAT SICK SCUM HE IS!

DO NOT PLAY HOLY, SEÑOR! YOU WOULD DO THE SAME THING FOR *YOUR* COUNTRY!

NOT LIKELY.

SINCE I'M ABLE TO DO WHAT I DO, WITHOUT FEAR OF RETALIATION, PRECISELY BECAUSE I *HAVE* NO COUNTRY!

GUARDS! GROUPED AROUND DOORS AS STRONG AS A BANK VAULT!

THAT'S *GOT* TO BE MENDOZA'S OFFICE! TIME TO--

...GET TO WORK!

=WHMF?!=

GO AHEAD! I AM NOT AFRAID! I WILL *DIE* FOR MY COUNTRY!

PROBABLY.

KWOK

BUT NOT *TODAY*...!

EL INTRUSO!

BUENO! THIS CORRIDOR IS A DEAD-END! HE CANNOT--

--ESCAPE?!

SEÑOR MENDOZA?

A GUNMAN! BUT HOW DID YOU--?!

NO. "HOW" MATTERS NOT.

YOU HAVE COME TO KILL ME.

BUT I AM JUST A MAN! WE CASCANS WILL *YET* HAVE WHAT IS OURS!

FOR YOU CANNOT KILL AN *IDEA!*

PERHAPS NOT. BUT AN IDEA...

"... CAN KILL *YOU!*"

SHAKACKAKACK

GUARDS ARE SO STARTLED AT MY BURSTING *OUT* OF MENDOZA'S OFFICE, THEY CAN'T EVEN HIT ME ON FULL AUTO!

JUST HOPE I REMEMBER THE WAY TO--

--AH! MOTOR POOL! BUT THE OTHER TERRS HAVE BEEN ALERTED! I'M BOXED IN!

CAN'T TELL IF ENOUGH TIME'S PASSED, IF I'M READY TO "PHASE" AGAIN!

BUT...

...WHILE I *LIVE*--

--TERROR DIES!

TIK-FSSSSSSSS

FA-BLOHM

I'M... ALIVE! WAS ABLE TO COMPLETE THE "JUMP"!

BUT NOT QUITE QUICKLY ENOUGH!

CAUGHT PART OF THE CONCUSSION WHILE I WAS STILL SOLID! THINK MY ARM'S BROKEN!

IF THOSE TERRS COME AFTER ME NOW--!

UH-UH. LOOKS LIKE THEY'LL BE TOO BUSY! GOVERNMENT TROOPS WERE GATHERED NEARBY, WAITING FOR AN OPPORTUNITY!

LIKE THE ONE I JUST GAVE THEM! ALL I HAVE TO DO IS STAY OUT OF SIGHT UNTIL MY METAB-OLISM REALIGNS, AND--

CHPOOM

WHA--? BEHIND ME!

KRAK

SPWEENG

YOU!

THE BOY AND HIS FRIENDS MUST HAVE TAKEN THE TUNNELS MENDOZA PLANNED TO USE! CAME OUT BEYOND THE ATTACKING ARMY!

OOO

WE HAVE A SCORE TO SETTLE, SEÑOR!

AND *YOU* HAVE A *DEBT* TO PAY!

NO, CARLOS! MORE SHOTS WILL SURELY BRING THE *SOLDIERS!* WE MUST FLEE, REORGANIZE! TO RETURN EVEN *STRONGER!*

BUT MENDOZA--!

WOULD *WANT* IT THIS WAY! THINK OF OUR CAUSE!

ISN'T THAT MORE IMPORTANT THAN *ANY* SINGLE LIFE? EVEN *HIS!*

ANOTHER TIME, SEÑOR!

YOU HAVE MY *WORD!*

HE'LL KEEP THAT WORD, IF HE LIVES LONG ENOUGH.

I *KNOW* HE WILL.

THEY'RE ALL THE SAME.

THE CHILDREN OF TERROR.

BOTH THE ONES KILLED BY CAUSES--

--AND THE ONES *USED* BY THEM.

EITHER WAY...

...THEY'RE LOST.

" *IN COMBAT THERE IS NO SANITY, ONLY USEFUL WAYS OF BEING INSANE.*"

--JACK CADY,
By Reason of Darkness

Stan Lee PRESENTS:

"A TIME TO CHOOSE!"

STARRING THE NEW AND IMPROVED SANDMAN!

A- ALL RIGHT, SANDMAN-- HOLD IT!

HOLD IT!!

42

AW, NO-- NOT THE PANTS! GEEZ-- TALK ABOUT BAD LUCK! I JUST BOUGHT THIS SUIT--

42

BLAM

PFFF!

TOM DeFALCO PLOT & INSPIRATION / J. M. DeMATTEIS SCRIPT / MIKE ZECK PENCILER / DAN GREEN INKER / DIANA ALBERS LETTERER / BOB SHAREN COLORIST / BUDIANSKY +SALICRUP EDITORS / TOM DeFALCO CHIEF

--YES-

-TER-

DAY.

BADA NG

PFFT!

POP!

PING!

...I *KNEW* SOMETHIN' WAS UP WHEN THAT COP ON THE TRAIN STARTED LOOKIN' ME OVER LIKE I WAS SOME KIND O' LEPER! HE MUST'VE REC-OGNIZED ME--THEN RADIOED AHEAD FOR HELP!

OH, MY BEAUTIFUL SUIT!

TIME WAS, I WOULD'VE BELTED THOSE BLUE-COATS FROM HERE T'BAY RIDGE FOR WHAT THEY DONE!

BUT TIMES'VE *CHANGED!*

WHUPT!

BLAM!

AN' BESIDES, I'M RUNNIN' --

--LATE AGAIN!

CHEEZ! THE *NERVE* O' THAT GUY! KEEPIN' ME, *THE THING*-- BLUE-EYED IDOL O' MILLIONS--WAITIN' OUT INNA COLD LIKE THIS! IF I MISS ONE *SECOND* O' THE ICE ACTION I'LL--

GARDEN

YOU'LL *WHAT*, YOU UGLY, BRICK-FACED JERK?!

DIDN'T YOU EVER STOP T'THINK THAT MAYBE I'M LATE FOR A *REASON!*

MY, MY -- AREN'T *WE* IN A LOVELY MOOD TONIGHT.

HEY, LOOK, BEN-- I DIDN'T MEAN T'JUMP DOWN YOUR THROAT--

--BUT I BET *YOU'D* BE A LITTLE CRABBY IF A BUNCHA COPS JUST SHOT UP *YOUR* BEST DUDS!

MISTER, IF I OWNED A TWO-PIECE MONSTROSITY LIKE THAT-- I THINK I'D *THANK* 'EM!

VERRRRY FUNNY!

C'MON, LET'S GET INSIDE! *THE RANGERS* AIN'T GONNA HOLD THE GAME WHILE YOU'RE BUSY CRYIN' OVER SPLIT *POLYESTER!*

....LOOK, SANDY--YA CAN'T BLAME THE COPS FER DOIN' THEIR JOB! FAR AS THEY KNOW, "*FLINT*" *MARKO* IS STILL A WANTED CRIMINAL! HECK--IF YOU HADN'T O' *PROVED* T'ME THAT YER REALLY GOIN' STRAIGHT-- I'D'VE NEVER *BELIEVED* IT!*

*MARVEL TWO-IN-ONE #'S 86 & 96.--BOB

HEY! I JUST GOT A FLASH O' INSPIRATION! MAYBE I CAN GET *REED* T' TALK TO THE *GOVERNOR* ...GET YA A *PARDON* OR --

I APPRECIATE THE THOUGHT, BEN-- BUT NO THANKS.

I DON'T WANT YOU--OR YOUR BUDDIES IN THE *FANTASTIC FOUR*-- INVOLVED IN THIS ANY MORE THAN YOU ALREADY ARE!

YOU BEEN A PAL T'ME, BEN-- MAYBE THE BEST PAL I'VE EVER HAD.. BUT, IF I'M GONNA STRAIGHTEN MY LIFE OUT-- I'VE GOTTA DO IT *ALONE*.

THERE COMES A TIME WHEN A MAN'S GOTTA HAUL HIMSELF UP BY HIS OWN BOOTSTRAPS AND--

YA-HOOO!! DIDJA SEE THE WAY HE SLAMED THAT SUCKER *IN* THERE?!

'JH...SORRY, SANDY--WHAT WUZ IT YOU WERE SAYIN'?

NOTHIN', BEN. *NOTHIN'* AT ALL.

THE CONEY ISLAND SECTION OF BROOKLYN, SOME HOURS LATER...

...LIFE SURE IS FUNNY! FOR YEARS, ME AN' THE THING WERE AT EACH OTHER'S THROAT... AN' NOW HE'S THE ONE SYMPATHETIC EAR I GOT IN THE WORLD!

CONEY ISLAND

BESIDES MY *MA*, THAT IS!

THAT POOR OLD LADY! SHE NEVER DONE A ROTTEN THING T'NOBODY IN 'ER WHOLE LIFE--AN' SHE GETS REPAID BY HAVIN' HER HUSBAND WALK *OUT* ON HER--

--AN' HAVIN' A BUM LIKE *ME* FOR A *SON!*

MAYBE IT WAS DAD SPLITTIN' ON US THAT MADE ME SO MEAN! I ALWAYS FELT LIKE I HADDA PROTECT MA FROM THE WORLD--BEFORE IT *HURT* HER AGAIN!

"SO I LASHED OUT AT *EVERYONE*... AND BECAME JUST LIKE MY OLD MAN! I GOT BOUNCED OUTTA HIGH SCHOOL... AND ONTO THE STREETS! BY THE TIME I WAS TWENTY-ONE, I'D BEEN IN AND OUT O' JAIL *FIVE TIMES!* JEEZ... I SHOULD'VE *DIED* WHEN I GOT MYSELF CAUGHT IN THAT EXPERIMENTAL *BOMB-BLAST*-- BUT, NO! *I* HADDA BE THE FREAK-IN-A-MILLION! *I* HADDA GET TURNED INTO-- *THE SANDMAN!*

DANGER! KEEP OUT

"THERE I WAS, WITH A BODY THAT POSSESSED ALL THE QUALITIES OF *SAND!* I WAS POWERFUL... NEARLY INVINCIBLE! I COULD'VE TAKEN A STAND THEN... TURNED MY LIFE AROUND... USED MY NEW ABILITIES T'HELP PEOPLE! GEE, *THAT* WOULD'VE MADE MA *PROUD!* BUT DID I *DO* THAT? NAH! DUMB OL' FLINT MARKO DECIDES HE'S GONNA BECOME A SUPER-CRIMINAL...STARTS HANGIN' AROUND WITH CREEPS LIKE *THE WIZARD* AN' *THE TRAPSTER!* WE THOUGHT WE WERE HOT STUFF WHEN WE WERE *THE FRIGHTFUL FOUR!* SO HOWCUM WE COULD NEVER HOLD ON TO A FOURTH MEMBER? AN' HOWCUM WE ALWAYS ENDED UP BACK IN THE CAN, LICKIN' OUR WOUNDS?

"NO TELLIN' *HOW* MANY YEARS I'D'VE GONE ON LIKE THAT IF I HADN'T'VE RUN INTO THAT JACKASS, *HYDRO-MAN!* WE GOT T'FIGHTIN'—AN' SOMEHOW OUR *MOLECULES* GOT ALL MIXED UP!

"NEXT THING WE KNEW--WE'D TURNED INTO SOME KIND O' DISGUSTING... *MUD-THING!*"*

*AMAZING SPIDER-MAN #'s 217-218.--BOB

HAVIN' OUR MINDS... OUR BODIES... JOINED TOGETHER LIKE THAT... WAS THE MOST *HORRIBLE* EXPERIENCE OF MY LIFE! EVERY TIME I THINK ABOUT IT--I FEEL SICK T'MY STOMACH!

BUT *ONE* GOOD THING CAME OUTTA THAT MESS--IT GOT ME T'THINKIN' FOR THE FIRST TIME IN MY LIFE! I SAW WHAT A NOWHERE *GOON* I WAS!

A GOON WITH A ONE-WAY TICKET ON THE EXPRESS TRAIN T' *NOWHERE!*

"WELL, I'M OFF THAT TRAIN NOW--AND NOTHIN'... *NOTHIN'!*... IS GONNA GET ME BACK ON IT!"

ELSEWHERE, IN THE MAXIMUM SECURITY SECTION OF THE RYKER'S FEDERAL DETENTION CENTER...

...ALL RIGHT, *WITTMAN*--

--WE'VE GOT A NICE NEW CELL WAITIN' FOR YOU! I HOPE YOU LIKE IT-- 'CAUSE IT'S GONNA BE YOUR *HOME* FOR THE NEXT TWENTY YEARS OR SO!

PRATTLE ON, JACKANAPES! YOU THINK BECAUSE MY *HANDS* ARE MANACLED, I AM NO THREAT TO YOU!

BUT MY GREATEST WEAPON--IS MY UNPARALLELED *INTELLECT*... AND *THAT* CAN *NEVER* BE SHACKLED!

AH! THERE IS MY DEAR FRIEND, *PETRUSKI*, THAT OAFISH SMILE NO DOUBT MEANS HE IS PREPARED FOR TONGHT'S ESCAPADE!

...IT'S TAKEN ME MONTHS OF CAREFUL MANEUVERING TO GET MYSELF TRANSFERRED TO PETRUSKI'S CELL-BLOCK-- BUT IT HAS BEEN TIME WELL SPENT!

FOR IT HAS ALLOWED ME TO SURREPTITIOUSLY COMPLETE WORK ON THIS *MICROCIRCUITED COMPUTER*... SO CLEVERLY HIDDEN BENEATH A LAYER OF *FALSE SKIN!*

IDIOTS! DO THEY NOT REALIZE THAT NO PRISON IN ALL THE WORLD CAN LONG CONTAIN THE UNFETTERED GENIUS OF THE *WIZARD!*

BEEPBEEPBEEPBEEPBEEPBEEP

BEEP BEEP BEEP BEEP BEEP BEEP BEEP BEEP

HEY... UH... MARK?

YOU SEE WHAT I SEE?

YEAH, JOE?

UH-HUH.

HIT THE HORN!!!

RRRRRRRRRRRRRR

...AH! THE LOVELIEST SOUND I HAVE EVER HEARD! THE SOUND OF--FREEDOM!

I HOPE THE WIZARD REMEMBERED TO INSERT THOSE *NOSE-FILTERS* I PROVIDED HIM WITH--

--BECAUSE ONCE THIS SPECIALLY-TREATED SHIRT BLOWS THAT CELL DOOR OFF ITS HINGES--

BA-DOOOM!

--THE *BURNING FABRIC* IS GOING TO SPREAD A *SOMNO-GAS* THROUGH THIS GLORIFIED ZOO--AND THERE ISN'T GOING TO BE A BODY LEFT *STANDING!*

RAK!

...AND HERE IS OUR TRANSPORTATION --PRECISELY ON SCHEDULE!

I MUST GIVE PETRUSKI CREDIT --HE DOES HIS JOB WELL... AS ALWAYS! DESPITE HIS INTELLECTUAL INFERIORITY, HE IS A VALUED LACKEY!

READY TO ROLL, *WIZARD?*

OF COURSE, *TRAPSTER!*

REJOICE, MY FRIEND--FOR BEFORE THIS WEEK IS DONE--

THE FRIGHTFUL FOUR SHALL LIVE AGAIN!!

BROOKLYN.

...HOME SWEET HOME--IF YOU CAN CALL ONE CRUMMY ROOM IN A CRUMMY HOUSE IN A CRUMMY NEIGHBORHOOD *HOME.*

CONSIDERIN' I GREW UP IN THE SAME KIND O' SHACK--I GUESS I *CAN.*

AW-- WHY AM I BEIN' SO BLASTED NEGATIVE?!

MY LANDLORDS, *THE CASSADAS*, ARE A HECKUVA NICE FAMILY. REAL DECENT PEOPLE. SURE, THEY GOT IT ROUGH--BUT THEY DON'T LET IT GET 'EM *DOWN* LIKE--

--I--

--DO!

...FACE THE FACTS, WILL YOU? I'VE HAD THAT CANDY STORE FOR *SEVEN MONTHS* NOW--AND WE HAVEN'T SEEN ONE RED CENT OF PROFIT! WE MIGHT AS WELL GIVE UP BEFORE WE LOSE EVERYTHING-- *INCLUDING* OUR DIGNITY!

ROBERTO CASSADA-- I NEVER THOUGHT I'D HEAR SUCH WORDS COMING OUT OF YOUR MOUTH! YOU *KNOW* NOTHING COMES EASY! YOU *KNOW* YOU'VE GOT TO STRUGGLE AND PRAY BEFORE--

PRAY?! YOU'VE BEEN PRAYING SINCE THE DAY YOU WERE BORN, *ROSA*--AND LOOK WHAT YOU'VE GOT TO SHOW FOR IT!

HEY! CAN YOU KEEP IT DOWN TO A SHOUT?? I'VE GOT A YOUNG LADY ON THE PHONE-- AN' I DON'T WANT HER THINKIN' I LIVE WITH *CRAZY PEOPLE!*

555-H10

I'LL SHOW YOU CRAZY PEOPLE, CARLOS IF YOU DON'T HANG UP THAT PHONE *RIGHT NOW!*

EVERY MONTH WE TELL YOU THE PHONE BILL'S TOO HIGH AND EVERY MONTH YOU--

THAT *DOES* IT!

I'VE *HAD* IT!!

I'VE *HAD* IT!!!

WHERE DO YOU THINK YOU'RE GOING AT THIS TIME OF NIGHT? WHY CAN'T YOU STAY HOME LIKE YOUR BROTHER MICHAEL?

OUT OF *THIS*, NUT-HOUSE!

HERE WE GO *AGAIN*--!

CARLOS-- YOU GET BACK HERE!

THIS IS IT, HUH?

THIS IS THE ORDINARY LIFE I'VE BEEN DYIN' T'GET BACK TO?

SHEEEZ!

HEY--LEAVE ME ALONE, *WILL* YOU?

THAT KID, CARLOS. HE COULD BE ME-- TWENTY YEARS AGO!

HE'S OUT ON THE SAME STREETS-- PROB'LY MAKIN' THE SAME STUPID CHOICES I MADE!

AN' WHO CAN *BLAME* 'IM?

HE'D BE FOOLIN' HIMSELF IF HE THOUGHT THERE WAS A WAY OUTTA THIS RAT-TRAP--JUST LIKE *I'M* FOOLIN' MYSELF BY THINKIN' I'M GONNA START LIFE OVER--

--MAKE A SILK PURSE OUT OF A SOW'S EAR!

I MIGHT AS WELL FACE THE FACTS AND--

AND *WHAT*? GO BACK TO WHAT I *WAS*? NO WAY!

I BEEN GIVEN A CHANCE TO CLEAR THE DECKS--AN' NO MATTER WHAT GETS IN THE WAY--

--I AIN'T GONNA *BLOW* IT!

ELSEWHERE...

LOOK AT HIM, *TRAPSTER*--SO UNSUSPECTING OF OUR OBSERVATIONS, SO LOST IN ANGUISHED THOUGHT! NO DOUBT HE YEARNS FOR THE FORMER DAYS OF GLORY WHEN HE FOUGHT BESIDE US! WHEN THE WORLD KNEELED IN AWE BEFORE OUR POWER!

WELL, DON'T WORRY, DEAR SANDMAN--YOUR MEAGER LIFE SHALL SOON BE REDEEMED!

WE'RE COMING FOR YOU, SANDMAN!

WE'RE COMING!!

TO BE CONTINUED!

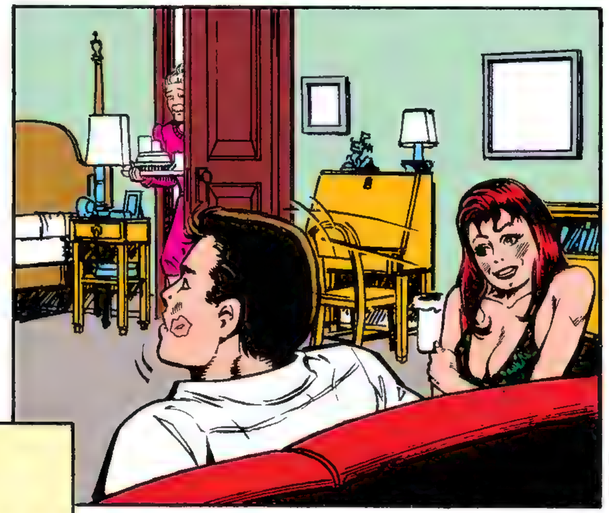
OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN HAS MORE THAN HIS SHARE OF PROBLEMS, BUT **HOUSING** ISN'T ONE OF THEM! C'MON, LET'S TAKE A SNEAK PEEK AT:

PETER & MJ's NEW PAD!

DAN CUDDY WRITER · ELIOT BROWN ARTIST · R. PARKER LETTERS · P. BECTON COLOR · JIM SALICRUP EDITOR
TOM DeFALCO, EDITOR IN CHIEF

WHEN THE MALEVOLENT MACHINATIONS OF JONATHON CAESAR HAD THEM **EVICTED** FROM THEIR LUXURY CONDO IN THE BEDFORD TOWERS, PETER AND MARY JANE MOVED IN **TEMPORARILY** WITH AUNT MAY IN FOREST HILLS.

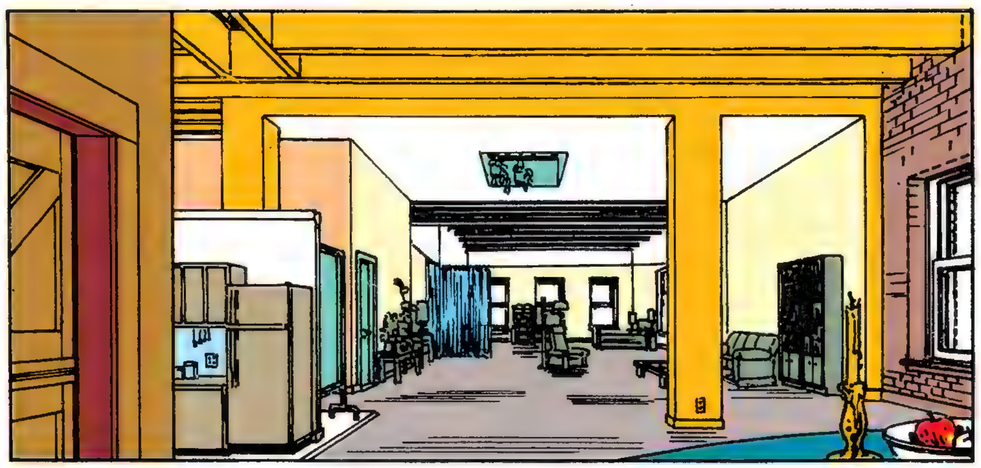
HARDLY THE **IDEAL** ABODE FOR A YOUNG MARRIED COUPLE USED TO LIVING ON THEIR OWN!



HOWEVER, FORTUNED **SMILED** UPON THE HAPLESS HONEYMOONERS IN THE SHAPE OF THEIR LONGTIME COMPADRES, **HARRY** AND **LIZ OSBORN**, WHO INVITED THEM TO MOVE INTO THE TOP FLOOR LOFT OF THIS NEWLY RENOVATED BUILDING IN **SOHO**.

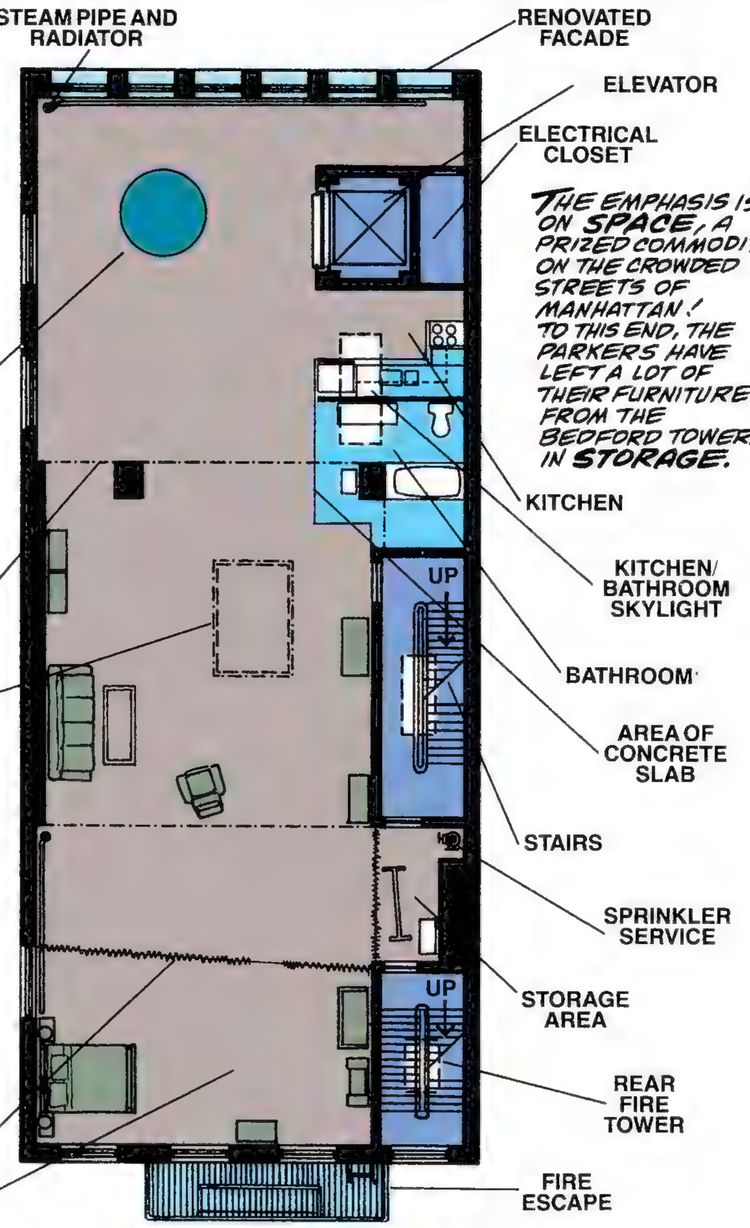
PETE AND MJ ARE STILL SETTLING INTO THEIR NEW PLACE. BETWEEN HER LONG HOURS ON THE SET OF AMERICA'S FAVORITE DAYTIME DRAMA, "SECRET HOSPITAL," AND HIS GRAD SCHOOL STUDIES, FREELANCE PHOTO ASSIGNMENTS, AND "CATCHING THIEVES JUST LIKE FLIES," THEY **RARELY** HAVE TIME TO SPEND AT HOME.

AS A MATTER OF **FACT**, NOBODY'S HOME NOW. WHAT DO YOU SAY WE TAKE A LOOK AROUND...?



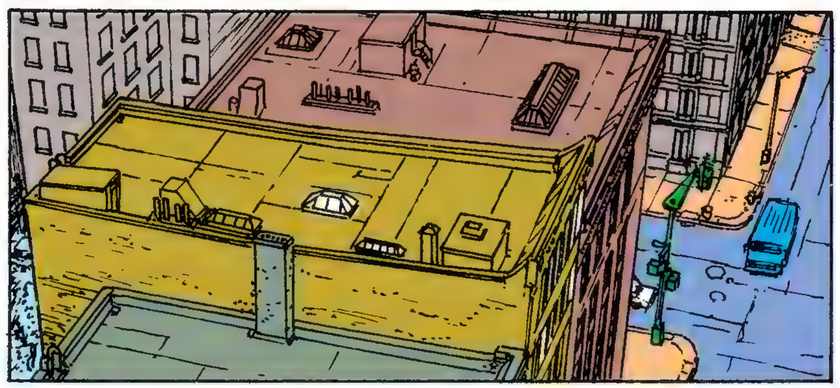
PETE AND MJ HAVE DIVIDED THEIR SPACE UP INTO DIFFERENT "AREAS." THEY DECIDED NOT TO BUILD ANY ADDITIONAL WALLS, PREFERRING THE SPACIOUSNESS OF THE LOFT, EMBRACING A MINIMALIST AESTHETIC THAT WOULDN'T BE OUT OF PLACE IN SOME OF THE LOCAL ART GALLERIES AND HIGH FASHION CLOTHING STORES.

TWO **SKYLIGHTS**-- ONE ABOVE THE BATHROOM AND ONE ABOVE THE LIVING AREA-- OFFER AMPLE OPPORTUNITY FOR INCONSPICUOUS ENTRANCES AND EXITS-- A PRIMARY CONCERN AMONG WALL-CRAWLING, WEB-SLINGING, NON-MUTANT **SUPER HEROES**.



THE EMPHASIS IS ON **SPACE**, A PRIZED COMMODITY ON THE CROWDED STREETS OF MANHATTAN! TO THIS END, THE PARKERS HAVE LEFT A LOT OF THEIR FURNITURE FROM THE BEDFORD TOWERS IN **STORAGE**.

SPEAKING OF **EXITS**, WE'D BETTER HIGH TAIL IT OUT OF HERE BEFORE PETE AND MJ GET BACK! NOT THAT IT'S **WRONG** FOR US TO BE CHECKING OUT THEIR NEW APARTMENT ON THE SLY, BUT I'VE GOT A FEELING THEY JUST WOULDN'T UNDERSTAND!



AMAZING FANTASY

MAN BELIEVES HIMSELF THE MOST POWERFUL CREATURE ON OUR WORLD. BUT WHAT IF THE **TRUE** MASTERS OF EARTH LURK AMONG US SECRETLY--UNKNOWN, UNSEEN, WAITING FOR THAT AWFUL MOMENT WHEN THEY EMERGE TO SEIZE THEIR DESTINY?

Starring-- THE ASTONISHING ANT-MAN!

WHAT THEN?

ANT-MAN MUST NOT ESCAPE!

HE MUST DIE!

SO COMMANDS THE SCARLET BEETLE!

THIS CAN'T BE HAPPENING! IT MUST BE SOME KIND OF CRAZY NIGHTMARE! BUT WHAT IF IT ISN'T?

WHAT IF IT ISN'T?

STORY: TONY ISABELA

ART: STEVE DITKO

LETTERING: RICK PARKER

COLORING: BOB SHAREN

EDITOR: JIM SALICRUP

EDITOR IN CHIEF TOM DEFALCO

FEW OF US PAY EVEN SCANT ATTENTION TO THE TEEMING SOCIETY BENEATH OUR FEET-- THE INSECT WORLD!

THERE IS ONE MAN, HOWEVER, WHO IS EXTREMELY INTERESTED IN THAT DIMINUTIVE UNIVERSE, HE IS DOCTOR HENRY PYM, THE SCIENTIFIC ADVENTURER!

I'VE BEEN RECEIVING STRANGE SIGNALS FROM THE ANTS FOR DAYS NOW, SCOTT, BUT I'VE BEEN TOO BUSY WITH AVENGERS BUSINESS TO INVESTIGATE.

IT'S A PASSION NOT SHARED BY THIS MAN...

GEE, HANK, I'D LOVE TO CHECK IT OUT FOR YOU, BUT I LEAVE FOR NEW YORK TOMORROW.... YEAH... THE CONFERENCE!

... SCOTT LANG!

I'LL DEFINITELY LOOK INTO IT WHEN I GET BACK. IT SOUNDS... ER... FASCINATING.

sheesh!

I THINK PYM NEEDS TO GET OUT MORE. NOBODY SHOULD SPEND HIS WEEKENDS LISTENING TO INSECTS DIAL 9-1-1.

MAYBE I ≥YAWN≤ WON'T BRING MY ANT-MAN STUFF ALONG THIS TRIP.

I'LL FINISH PACKING IN THE MORNING.

BUT THAT NIGHT...

RISE, HUMAN.!

RIDE AND HEED MY COMMANDS.!

I HAVE NEED OF--

--THE ANT-MAN!

ENTRANCED, LANG IS HELPLESS TO RESIST THE EERIE **SUMMONS**. HE DONS THE COSTUME GIVEN HIM BY DOCTOR PYM, ADJUSTS HIS CYBERNETIC HELMET, AND OPENS A VIAL OF **SHRINKING** GAS...

...REDUCING HIMSELF TO THE SIZE OF AN *ANT!*

BRING THE HUMAN AND HIS HELMET TO ME!

WHAT THE... I MUST BE *DREAMING!*

I'M BEING TAKEN PRISONER BY A BUNCH OF *BUGS!*

THIS IS GETTING TO BE ONE SERIOUS *NIGHTMARE!* WITHOUT THE HELMET, I CAN'T CONTROL THE *ANTS!*

I HAVE IT! SOON ALL MANKIND WILL SERVE THE *SCARLET BEETLE!*

THAT GLOWING RED INSECT!

WHAT *IS* IT?

YOUR *MENTOR* WOULD RECOGNIZE ME, ANT-MAN. HE KNEW AND FEARED MY *MUTANT* ABILITY TO COMMAND LESSER BEINGS-- -- A POWER THAT HAS GROWN TO ENCOMPASS *HUMANS* AS WELL!

"NOW I CAN CONTROL A *SINGLE* HUMAN MIND TEMPORARILY. BUT ONCE I UNLOCK THE SECRETS OF YOUR HELMET, I WILL BE ABLE TO INCREASE MY POWER *IMMEASURABLY!*

"I WILL BE THE MASTER OF *TWO* WORLDS-- INSECT AND HUMAN!"

THAT SURE DOESN'T SOUND LIKE ANY WORLD *I'D* WANT TO LIVE IN, GRUESOME.

GET YOUR *OWN* HELMET!

NO!

AHHHH!

THE HELMET *WILL* BE MINE!

THOSE PINCERS COULD CUT ME TO *RIBBONS!* TIME TO CALL IN SOME *REINFORCEMENTS!*

GO GET HIM, TROOPS!

ULP! WE'RE TOO EVENLY MATCHED! THE ANTS DON'T KNOW *WHO* TO OBEY! THEY'RE GOING CRAZY--

--ATTACKING EACH OTHER!

KILL HIM! KILL THE ANT-MAN!

BENEATH THE WORLD OF *MEN*, TWO ARMIES BATTLE FOR SUPREMACY! AND IN THE INSANE FEROCITY OF THAT STRUGGLE, *THEIR OWN* WORLD IS TORN ASUNDER!

THE CHAMBER--IT'S *COLLAPSING!*

THE ANTS ARE TOO *FRENZIED* TO HELP ME! I'VE GOT TO GET OUT OF HERE *MYSELF* OR I'LL BE--

YAAAA

AHHH!

HUH? I'M STILL IN MY *HOUSE!*

=WHEW= I HADN'T HAD A NIGHTMARE LIKE *THAT* SINCE I WAS A KID! *DARN* THAT HANK PYM AND HIS ANT-SIGNALS!

SOME BIG BRAVE SUPER HERO *I* AM!

MIGHT AS WELL FINISH PACKING -- NO CHANCE OF GETTING A GOOD NIGHT'S SLEEP NOW.

NOW WHERE DID I PUT MY--

NO!

MY COSTUME-- *SLASHED!* JUST LIKE IN MY...

-- *DREAM?*

FEW OF US PAY EVEN SCANT ATTENTION TO THE TEEMING SOCIETY BENEATH OUR FEET.

MAYBE THAT'S A MISTAKE.

THE END

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SPECTACULAR SPIDER-MAN

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SPI-DEY'S TOTALLY TINY ADVENTURE

PART 2

the SPECTACULAR SPIDER-MAN™

WHAT COULD BE WORSE THAN FALLING INTO THE MICROVERSE?!

MARY JANE-- GET ME OFF THIS CRAZY THING!!

STAN LEE PRESENTS:

the SPECTACULAR SPIDER-MAN®

SPI-DEY'S TOTALLY TINY ADVENTURE

THE STORY SO FAR . . .

While attending New York's Fourth Annual "Tomorrow Exposition" on a freelance photo assignment, Peter Parker (a.k.a. the Amazing Spider-Man) found himself reduced to miniscule size after accidental exposure to Ant-Man's shrinking gas. Teaming up with the tiny titan to defeat a gang of techno-terrorists, the web-slinger discovered to his chagrin that Ant-Man's enlarging gas couldn't restore him to normal size. Now Spidey must find a cure for his condition or spend the rest of his life as the world's smallest non-mutant super hero . . .

C O N T E N T S

SPIDER-MAN in
"INTO THE MICROVERSE" 2
by Gerry Conway, Stan Lee, Rich Buckler, and Mike Manley

The PROWLER in
"PALE REFLECTION" 30
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SANDMAN in
"THE CHOICE" 40
by Tony Isabella, Ross Andru, Alan Kupperberg, and Mike Esposito

ROCKET RACER in
"WHAT I DID ON MY SUMMER VACATION" 54
by Tony Isabella and Alan Kupperberg

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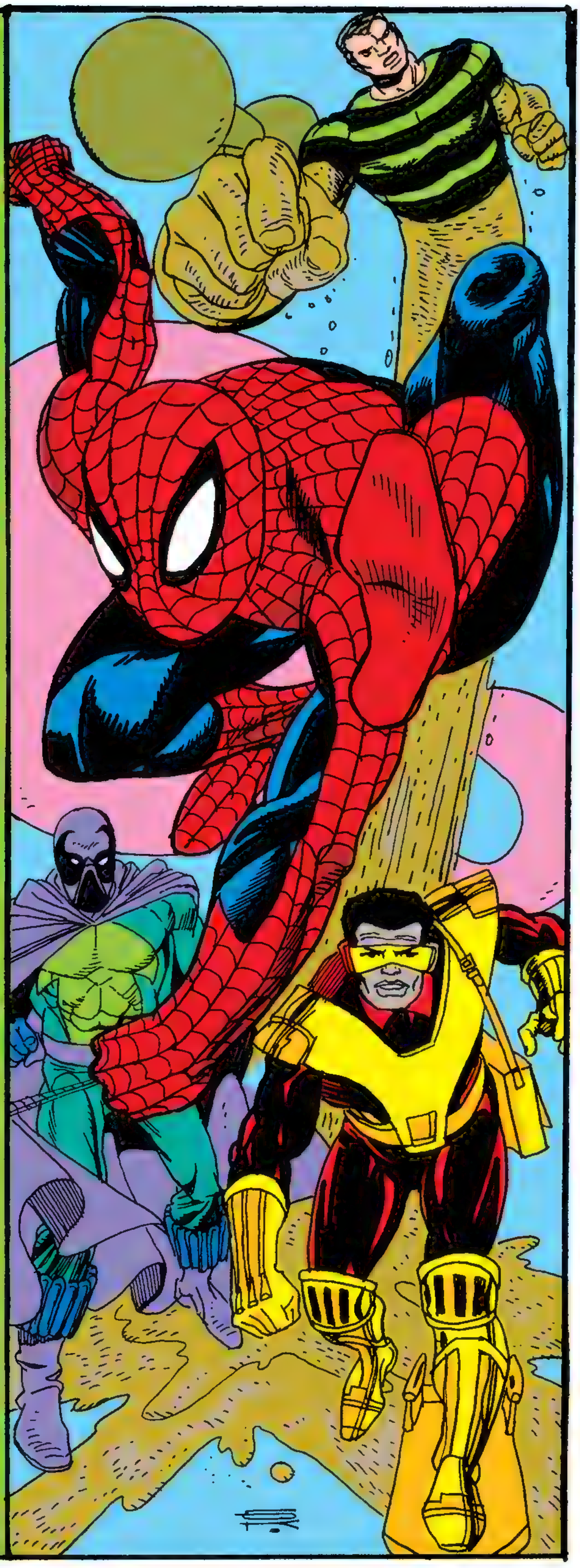

"INTO THE MICROVERSE"

GERRY CONWAY PLOT	STAN LEE SCRIPT	RICH BUCKLER PENCILS	MIKE MANLEY INKS	RICK PARKER LETTERS	BOB SHAREN COLORS	JIM SALICRUP EDITOR	TOM DEFALCO EDITOR IN CHIEF

P-PETER! IS THAT--YOU?!

I THOUGHT YOU MIGHT ASK!

WHAT HAPPENED?

TELL YA IN A MINUTE--

--SOON AS I LAND SOMEWHERE!

BEING AT ALTERED SIZE HAS MESSED UP MY NORMAL WEB-SWINGING COMPUTATIONS--

--AERODYNAMICALLY SPEAKING, THAT IS!

IF YOU DON'T STOP THAT GIBBERISH AND SAY SOMETHING--!

THWIPP

THUD

SORRY, GREEN EYES! I'M JUST TALKING TO TRY TO KEEP YOU CALM!

CALM?!? I'M ON THE VERGE OF HYSTERIA!

YOU WENT *OUT* OF HERE A NORMAL HUMAN BEING--AND YOU COME *BACK* LIKE A HIGH-FLYING *TOM THUMB*.

WILL YOU PLEASE *LIGHT* SOMEWHERE WHEN I'M SCREAMING AT YOU?!!

OOPS! SORRY I SPILLED THAT CAN OF FLOUR!

HOW CAN YOU MENTION *FLOUR* AT A TIME LIKE THIS?

WELL, CONSIDERING THE PRICE OF GROCERIES--

FORGET IT, SPIDEY! SHE'S IN NO MOOD FOR CASUAL BANTER!

PETER, TALK TO ME-- BEFORE MY HYSTERIA TAKES OVER!

I HARDLY KNOW WHERE TO BEGIN!

FOR STARTERS-- TRY THE BEGINNING!

IT ALL HAPPENED A FEW HOURS AGO--

WHAT? WHAT? WHAT HAPPENED?!!

GOSH, HONEY, I WAS AFRAID YOU'D DEVELOP AN ATTITUDE!

PETER, FOR THE LOVE OF-- OH! THAT FLOUR YOU SPILLED--

IT'S GOTTEN IN MY NOSE!

OH, NO! WHATEVER YOU DO, DON'T-- DON'T--

AAH-CHOOO

--SNEEZE!

PETER!!!

DON'T GO 'WAY! I'LL BE RIGHT BACK!

THIS IS THE PITS! I THINK I'M SLOWLY CHANGING!

I FEEL EVEN SMALLER AND LIGHTER THAN I WAS AN HOUR AGO!

POOR MJ! I CAN IMAGINE HOW SHOCKED SHE-- HEY!
WHAT AM I THINKING OF?
HERE I AM SOLILOQUIZING WHILE I'M PLUNGING TO MY DEATH!
I'LL USE MY WEB-SHOOTERS TO-- WHA--?!
IT'S SOME KIND'A GIANT BIRD!
I HIT SOME-THING!
OH, GREAT! IT THINKS I ATTACKED IT! IT'S PECKING AT ME!
ITS BEAK FEELS LIKE A POINTY BATTERING RAM!
WHAT'S WITH ME? IT'S ONLY A PIGEON! I FORGOT HOW SMALL I'VE become!
NUTS! I SHOULD'A HUNG ON TO HIM! I'M FALLING AGAIN! BUT I SEE WHAT I NEED JUST BELOW!
MADE IT!
NEVER THOUGHT I'D BE SO GLAD TO SEE A CHIMNEY BEFORE!
LUCKY I'VE STILL GOT MY SPIDEY STRENGTH!

IT'S LUCKY I *AM* SO SMALL! I'D HAVE BEEN *CRUSHED* IF I WAS NORMAL-SIZED!

THOUGH, OF COURSE, I WOULDN'T BE HERE IN THE *FIRST* PLACE IF I--

OH, HI, MJ! I'M *BACK!*

DARLING! YOU'RE *ALL RIGHT!*

NOT QUITE THE SIZE I *MARRIED*, BUT AT LEAST ALL RIGHT!

THERE'S JUST *ONE* THING I WANT TO KNOW...

WHAT'S THAT?

CAN WE TALK?

LOOK, I KNOW THIS MUST BE *UPSETTING* TO YOU!

WHAT WOULD EVER GIVE YOU *THAT* IDEA?

HONEY, THERE ISN'T *TIME* FOR EXPLANATIONS! I THINK I'M STILL *SHRINKING!*

I NEED HELP *FAST!* YOU'VE GOT TO CALL *HARRY OSBORN!*

THE FOOL DOESN'T *BEGIN* TO SUSPECT THE EXTENT OF HIS DANGER!

MY PLAN IS WORKING *PERFECTLY!*

NOT A *THOUSAND* HARRY OSBORNS COULD HELP SPIDER-MAN *NOW!*

OF ALL THE PLANS I'VE EVER CONCEIVED--

--THIS IS SURELY MY MOST BRILLIANT, MY MOST *PERFECT!*

AND THE SUPREMELY *DIABOLICAL* PART OF IT IS--

-- THE VICTIM IS TOTALLY *UNSUSPECTING!*

I KNOW HOW YOU DESPISE AND *DETEST* ME, FOR I AM YOUR CAPTOR!

STOP YOUR WHINING, MY PETS! THERE IS NO ESCAPE FOR YOU!

HOW YOUR HATRED *SUSTAINS* ME! I *FEED* ON YOUR LOATHING!

IF EVIL HAS A NAME, IT MUST BE *MINE!*

BUT OF ALL MY CAGES, ALL MY CONQUESTS--

-- *THIS* IS SURELY THE MOST FATEFUL, THE MOST *MOMENTOUS!*

FOR *THIS* IS THE ONE THAT SHALL SOON-- AND *FOREVER*-- IMPRISON MY GREATEST PRIZE--

--THE UNSUSPECTING *SPIDER-MAN!*

THERE'S NO OTHER WAY TO ANALYZE THE CHEMICAL MAKEUP OF THE GASES THAT HAVE PERMEATED YOUR COSTUME!

MEANWHILE, AT THE LAB OF HARRY OSBORN...

STOP SQUIRMING, WILLYA? I'VE GOT TO DO THIS!

HURRY IT UP, CAN'TCHA? EVEN A SUPER HERO CAN BE TICKLISH!

OKAY! THAT DOES IT!

THINK YOU CAN FIND AN ANTIDOTE, HARRY?

I DUNNO! IT WOULD BE TOUGH ENOUGH UNDER NORMAL CIRCUMSTANCES!

BUT WITH YOU SLOWLY SHRINKING THE WAY YOU ARE--!

BUT, HARRY--IF HE DOESN'T STOP SHRINKING--!

DON'T SAY IT! DON'T EVEN THINK IT!

LOOK, WHILE I'M WORKING--TELL US HOW IT HAPPENED! MAYBE WE'LL FIND A CLUE!

OKAY!

IT STARTED YESTERDAY...

I HAD STAYED TOO LONG AT THE "TOMORROW SCIENCE EXPOSITION"--

MJ'S WAITING FOR ME AT HOME!

I CAN TRAVEL FASTER AS SPIDER-MAN!

BUT BEFORE I COULD PUT ON MY COSTUME...

WHAT'S HAPPENING TO ME?

I-I'M--

SHRINKING!!

AFTER THAT, EVERYTHING HAPPENED TOO FAST...

THE ROBOTIC INSECT-KILLER IS AFTER ME!

IT THINKS I'M A BUG!

AND THEN I SAW--

ANT-MAN! MAYBE HE CAN TELL ME--

UH UH! HE'S GOT HIS OWN PROBLEMS!

BETWEEN THE TWO OF US, WE MANAGED TO CLOBBER THE BADDIES...

WAY TO GO, WEB-SWINGER!

NOT BAD FOR A LITTLE GUY!

ANT-MAN TURNED THE GUNNIES OVER TO THE LAW, AND NOT A MINUTE TOO SOON TO SUIT ME!

THEY'RE ALL YOURS, MEN!

I COULDN'T WAIT FOR A CHANCE TO ASK HIM...

WHAT HAPPENED TO ME? DID YOU HAVE ANYTHING TO DO WITH IT?

AFRAID SO, LITTLE CHUM!

IT SEEMS I HAD ACCIDENTALLY INHALED HIS SHRINKING GAS AT THE EXHIBIT!

HERE, MY ANTIDOTE WILL MAKE YOU GROW.

NOTHING'S HAPPENING!

IT DIDN'T WORK!

TELL ME SOMETHING I DON'T KNOW!

SO HERE I AM-- GETTING SMALLER BY THE MINUTE!

CAN YOU HELP HIM, HARRY?

IF I CAN FIND A WAY TO REVERSE THE ALTERATION OF HIS MOLECULAR STRUCTURE!

BUT IT'LL TAKE TIME, LOTS OF IT!

BUT UNBEKNOWNST TO OUR HEROES...

THIS IS THE PLACE!

THE DRUG CARTEL SAID WE'LL FIND THE CHEMICALS WE NEED IN THERE!

THEY'LL PAY US ANY PRICE FOR THEM!

I-- DON'T KNOW HOW TO SAY THIS!

EVEN IF THERE IS AN ANTIDOTE--

AT THE RATE YOU'RE SHRINKING, I'LL NEVER FIND IT IN TIME!

PRETTY SOON I'LL LOSE SIGHT OF YOU, EVEN WITH THE STRONGEST LENS!

NOW TELL ME THE BAD NEWS!

DO!

FREEZE, ALL OF YOU!

CRASH!

MAKE ONE MOVE AND YOU'RE DEAD!

WE'RE IN LUCK! NO GUARDS! THIS'LL BE A CINCH!

THE KEYS! QUICK! LET US HAVE 'EM!

WHAT KEYS? WHAT'RE YOU TALKING ABOUT?

THE KEYS TO WHERE YOU KEEP YOUR CHEMICAL SUPPLIES!

NO! YOU DON'T UNDERSTAND! YOU CAN'T STOP HIM NOW!

THE KEYS OR ELSE! THESE GUNS AIN'T FOR SHOW!

YEEEEEEOW!

SOMETHIN' HIT ME!

WHAT HAPPENED?

YOU'RE LOCO! THERE'S NO ONE THERE!

SPTOK

UNGHH! IT GOT ME TOO!

THERE! THROUGH THAT MAGNIFYING GLASS! I JUST SAW A RED N' BLUE BLUR -- SOME KIND'A BUG!

B-BUT IT WAS SHAPED LIKE A MAN!

AND BUGS DON'T WEAR RED AND BLUE!

WHERE DID IT GO? I GOTTA FIND IT!

HOLD STILL, YA FLEABRAIN! I CAN'T SEE IT!

CAN'T HOLD STILL! I'M BEIN' KICKED IN THE HEAD!

THE PLACE IS HAUNTED!

IT'S ON MY *HEAD!* I'LL *GET* IT! I'LL HIT IT WITH MY *GUN BUTT!* I'LL--

≥YEOPP!≤

SPATK

THE MORON KNOCKED HIMSELF *OUT* WITH HIS OWN PIECE!

HEADS UP!

THERE'S SOMETHIN' *SWINGIN'* TOWARDS YA!

I CAN'T TELL WHAT IT *IS*, BUT--

S'MATTER, CHARLIE? YOU NEVER HEARD OF *TINKERBELL?*

OKAY! THAT *STINKS* IT! NO SMART-MOUTH *INSECT* MAKES A FOOL OUTTA *ME!*

I DUNNO WHAT THE *TRICK* IS, OR HOW YA *DO* IT--

--BUT YA BETTER *CALL OFF* THAT HIGH-FLYIN' *BUG* OF YOURS BEFORE YA SWALLOW A MOUTHFUL OF *LEAD!*

LOOK, YOU DON'T KNOW WHAT YOU'VE BLUNDERED *INTO!* TAKE MY *WALLET*-- *ANYTHING*-- BUT LET ME FINISH WHAT I WAS--

SHADDUP! YA THINK I WUZ BORN *YESTERDAY?*

YOU'VE *HAD* IT, CREEP!

OH, NO!

HE'S ABOUT TO SHOOT HARRY!!

CAN'T REACH HIM IN TIME!

-- BUT IF I CAN CLOG HIS GUN BARREL--!

FZOKK

WEBBING'S TOO SMALL-- COULDN'T STOP THE SHOT!

BUT AT LEAST I CAN CHANGE THE TRAJECTORY-- SO IT'LL MISS HIM!

HE *MISSED* ME! BUT IT WAS *POINT BLANK* RANGE!

OWWWTCH!

A MUFFLED *YELL*--FROM THE *BULLET!*

LOOK OUT! IT'S *RICOCHETING!*

SPAKK

⇒*UNHH!*⇐ MY *SHOULDER!*

I *DID* IT!

BUT--MOVING TOO *FAST!*

CAN'T *STOP* MYSELF!

GONNA CRASH INTO--

FIRST, THE *THUNDEROUS IMPACT!*

THEN--MERCIFUL OBLIVION!

AT FIRST, TOTAL BLACKNESS!

THEN, SLOWLY, TORTUROUSLY, A SHIMMERING GREY-- VAGUE, EPHEMERAL--

UNTIL IT CRYSTALIZES INTO A GIGANTIC EYE!

IT'S HARRY-- STARING AT ME THRU THE MICROSCOPE!

I'VE BECOME TOO SMALL TO BE SEEN BY THE NAKED EYE!

WHAT ARE THESE STRANGE SHAPES FLOATING ALL AROUND ME?

OF COURSE! I'VE SEEN THEM DOZENS OF TIMES IN MY BIOLOGY BOOKS!

THEY'RE PARAMECIA! I'VE SHRUNK TO THE WORLD OF PROTOZOANS-- AND THERE'S STILL NO END TO IT!

THAT NOISE-- COMING FROM ABOVE-- LIKE THE LOUDEST THUNDER!

IT'S DEAFENING ME!

IT'S HARRY! HE'S WHISPERING TO ME-- BUT I'M SO SMALL THAT IT SOUNDS LIKE--

NO! GOTTA STOP FEELING SORRY FOR MYSELF!

HE'S SAYING THERE'S ONE CHOICE-- BUT IT'S RISKY! SHOULD HE--?

YES! YES! ANYTHING TO GET ME BACK!

HE'S DOWN THERE SOMEWHERE! IF I CAN TAKE THIS SLIDE AND BOMBARD IT WITH POSITRONS FROM THE ELECTRON MICROSCOPE--

--BUT THE RAYS ARE SO STRONG--AND HE'S SO SMALL!

IF IT DOESN'T WORK-- HE'S LOST FOREVER!

YOU MUST DO IT, HARRY--BEFORE HE KEEPS SHRINKING TILL NOTHING WILL REACH HIM!

IF I CAN JUST KEEP MY HAND FROM SHAKING!

THERE! I'VE PUT THE SLIDE IN THE VACUUM CHAMBER!

I'M GUESSING HE'S STILL THERE!

THERE'S NO WAY TO KNOW!

STAY BACK! DON'T MOVE! DON'T EVEN BREATHE!

I'VE ACTIVATED THE POSITRON ENERGY BEAM! NOW THERE'S NO TURNING BACK!

WHAT'S HAPPENING?!!

THERE'S A SUDDEN SURGE OF POWER!

EVERY MOLECULE IN MY BODY FEELS LIKE IT'S CHANGING-- SHIFTING--

AS IF ABOUT TO EXPLODE!

I'M STILL SHRINKING! I KNOW IT! I FEEL IT!

IT'S HAPPENING FASTER THAN EVER!

IT'S OVER! I'VE DONE ALL I COULD!

BUT--WHERE IS HE? WHAT HAPPENED? IS HE--COMING BACK?

I DON'T KNOW! I CAN'T TELL!

NOT TILL I LOOK AT THE SLIDE!

IT'S SET FOR MAXIMUM ENLARGEMENT!

I COULD SEE THE SMALLEST PROTOZOAN--

BUT-- NOT HIM! HE'S GONE SUB-MICROSCOPIC!

THERE'S NO WAY TO REACH HIM!

HE'S LOST IN THE MICROVERSE!

EVERYTHING'S *ACCELERATED!* I'M SHRINKING SO *FAST* THAT THE SMALLEST *MOLECULES* ARE GROWING TO LOOK LIKE *PLANETS* TO ME!

BUT IT *CAN'T* GO ON! IT HAS TO END *SOMEWHERE!*

OR *DOES* IT?

WHAT IF I KEEP SHRINKING *FOREVER?* WHAT IF THERE'S *NO LIMIT* TO THE MICROCOSMS?

I'VE LOST ALL SENSE OF *SIZE* OR *PROPORTION!*

I'M SMALLER THAN THE SMALLEST *MOLECULES*-- THE SMALLEST *NUCLEI!*

I DON'T EVEN KNOW IN WHAT *DIRECTION* I'M FALLING!

ONLY *ONE* THING'S FOR SURE-- I CAN'T *STOP!*

JUST BELOW ME--AT FIRST, I THOUGHT IT WAS A MICROSCOPIC PARTICLE--

BUT IT'S SOME SORT OF WORLD-- AND I'M FALLING RIGHT TOWARDS IT!

IT'S GROWING LARGER-- LARGER-- I CAN'T MISS IT!

I'M GONNA HIT!

THROOM

NO BONES BROKEN! LUCKY THE *GRAVITY* IS DIFFERENT HERE THAN IN MY WORLD!

BUT LOOK AT *FISSURE* I MADE ON THE GROUND! IT LOOKS LIKE EARTH'S *GRAND CANYON*!

EVEN THE *MOUNTAINS* ARE SMALL! I'M LIKE A *GIANT* HERE!

THAT *NOISE*! *ENGINES* OF SOME SORT!

THOSE TINY *PLANES*-- ZOOMING TO *ATTACK* ME!

IT'S *MIND-BOGGLING*! I'VE SHRUNK TO THE SIZE OF A *GERM*--AND YET TO *THEM* I MUST SEEM LIKE A *GIANT*!

THEIR SHELLS FEEL LIKE *SPITBALLS*! NO WAY THEY CAN *HARM* ME!

WHY DO THEY KEEP *ATTACKING*? I DON'T WANT TO HARM THEM!

AND YET, IT'S LIKE SWATTING FLIES!

NOW THEY'RE BRINGING UP THE ARTILLERY! THIS IS RIDICULOUS!

HEY-- C'MON, GUYS! DON'T FORCE ME TO--

ROPE! THEY'RE TYING ME UP!

ATTACKING-- FROM ALL SIDES!

CAN'T-- KEEP MY BALANCE!

I DON'T BELIEVE IT!

BOY! IF I LIVE THROUGH THIS, COULD I WRITE A BOOK--

--EVEN IF JONATHAN SWIFT BEAT ME TO IT!

I DON'T GET IT! WHY CAN'T MY SPIDER STRENGTH *BREAK* THESE ROPES?

IF IT WASN'T SO *CRAZY*, I'D THINK THE ROPES ARE GETTING *BIGGER--STRONGER!*

WAIT A MINUTE! THEY REALLY *ARE* GETTING BIGGER--

--AND *THICKER!*

-- AND SO ARE THE *MEN!* BUT THAT ISN'T POSSIB--!

OH, *NO!* WHAT A PRIZE *CHUMP* I AM!

NOTHING'S GETTING BIGGER!

I'M STILL GETTING *SMALLER!*

I'M ZOOMING RIGHT DOWN TO *THEIR* SIZE!

GETTING SO SMALL THAT THEIR *KNOTS* WON'T HOLD!

I'M SHRINKING RIGHT OUT OF THE ROPES!

"DOWN TO THEIR SIZE" MY EYE! I'VE ALREADY GONE WAY *PAST* THEM!

SO LONG, GUYS! YOU WERE A REAL FUN GROUP!

LUCKY I DON'T HAVE AN *IDENTITY* PROBLEM!

THIS KIND'A THING CAN MAKE A GUY FEEL REAL INSECURE!

AW NO! I'M BACK IN ANOTHER MICROVERSE!

AND EACH ONE'S SMALLER THAN THE LAST!

I'VE GOTTA HANG ON TO MY SANITY!

THIS HAS TO END SOMETIME!

IT JUST CAN'T GO ON FOREVER!

BECAUSE, IF IT DOES--

--WAIT! WHAT'S THAT-- UP AHEAD?

SOME SORT OF SPACE SHIP!

ITS PROW IS OPENING--PULLING ME IN! CAN'T RESIST IT! LIKE A GIANT VACUUM!

I'M BEING PULLED IN ALL DIRECTIONS AT ONCE!

THERE'S NO CENTER OF GRAVITY!

AT LEAST I CAN STICK TO THE FLOOR!

OR IS IT THE CEILINGT-- OR THE WALL?

THERE'S NO WAY TO TELL! I'M TOTALLY DISORIENTED!

WHERE IS UP-- OR DOWN? WHOSE SHIP IS THIS? WHERE DID IT COME FROM?

KLIK

NOW WHAT?!!

SNIK

THINGS SHOOTING OUT OF THE WALL-- GRABBING ME!

KLAK

THIK

SPAK

FZIK

CEASE YOUR STRUGGLES!

THEY WILL AVAIL YOU NOTHING!

A FIGURE--RISING FROM THE BOWELS OF THE SHIP! STARTING TO TAKE FORM BEFORE MY EYES!

YOU HAVE SEEN ENOUGH EVIDENCE OF MY POWER--

--TO KNOW YOU CANNOT DEFY ME!

YOU HAVE NO CHOICE BUT TO SERVE ME--OR REMAIN FOREVER TRAPPED LIKE A HUMAN MICROBE!

NOW THAT I HAVE ENSLAVED YOU--THESE ARE MY COMMANDS--!

PSYCHO-MAN!!!

FEAR

DOUBT

HATE

CONCLUDED IN: WEB OF SPIDER-MAN ANNUAL #6!

AS IF YOU DIDN'T KNOW!

GLENN HERDLING • WRITER
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RICK PARKER • LETTERS
BOB SHAREN • COLORS
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The Prowler IN: PALE REFLECTION

CHINATOWN IS NOT CONSIDERED ONE OF MANHATTAN'S TOUGHEST NEIGHBORHOODS.

KII-HOP!

TRY TELLING THAT TO HOBIE BROWN.

UHNF!

OKAY, CLASS, THAT WAS KNOWN AS *DOLRYO-CHA-GI*, THE ROUNDHOUSE KICK.

NOTICE HOW I SHIFTED MY HIPS FORWARD. ALWAYS REMEMBER TO SHIFT YOUR WEIGHT TO GENERATE MORE POWER.

GROAN

ALL RIGHT, THEN, IF THERE ARE NO MORE QUESTIONS, CLASS DISMISSED

SIR!

BROWN!

IT'S CONSIDERED RESPECTFUL TO BOW AND SAY "SIR" WHEN LEAVING A MASTER'S PRESENCE.

WAY I FIGURE IT, *ABE*, I'M PAYING *YOU* TO TEACH ME HOW TO FIGHT, SO YOU SHOULD CALL *ME* "SIR."

TAE KWON DO IS LOTS MORE THAN SELF-DEFENSE, HOBE. IT'S AN ACT OF MORAL DEVELOPMENT THAT CAN TEACH YOU SELF-RESPECT--SOMETHING YOU SORELY NEED.

MORAL DEVELOPMENT?!

IF YOU GAVE A HORSE'S REAR-END ABOUT MY MORAL DEVELOPMENT, THEN WHY DID YOU LEAVE ME AND MOM RIGHT AFTER DAD WAS KILLED--

--BIG BROTHER?

ONE HOUR AND A SUBWAY TOKEN LATER, IN LONG ISLAND CITY...

GUESS WHO?

OH, NO. I HOPE IT'S NOT SOME BIG, MEAN OL' BURGLAR TRYING TO TAKE ADVANTAGE OF POOR, DEFENSELESS ME.

HAI-YAA!

WHOULP!

THIS'LL TEACH THAT NASTY BURGLAR NOT TO MESS WITH ANYONE WHO'S TAKEN A COURSE IN *RAPE PREVENTION.*

FIRST MY *BROTHER*, NOW MY *WIFE*?! WHAT IS THIS, NATIONAL KILL-YOUR-KIN-DAY?

SORRY, HON. I'D LOVE TO STAY AND TEND YOUR WOUNDS, BUT I'VE GOT TO DO SOME RESEARCH AT THE LIBRARY FOR MY GRADUATE THESIS.

WHAT ARE YOUR PLANS?

SINCE THE CONSTRUCTION SITE IS STILL CLOSED, I'M GONNA FOLLOW UP ON THAT JOB I WAS OFFERED AT THE SYMKARIAN EMBASSY. *

GOOD. IT'S ABOUT TIME SOMEONE RECOGNIZED YOUR INVENTIVE TALENT, EVEN IF THEY'RE FOREIGNERS...

CLAK

MINDY DOESN'T REALIZE, IT'S NOT MY SKILLS AS AN INVENTOR THAT SABLE WANTS. RATHER, IT'S MY PROWESS AS--

* SEE **WEB OF SPIDER-MAN #50.** -- J.S.

"-- THE PROWLER!"

H- HIS CLAWS SLICED MY GUN--!

WATCHIT!

CLONK

OOOOF!

YEAH! THIS IS MORE LIKE IT!

THEY'RE WELL TRAINED, BUT IN THESE CLOSED SURROUNDINGS I HAVE THE ADVANTAGE. I'VE PRACTICALLY GOT THEM FIGHTING EACH OTHER.

WHO SAYS THERE'S STRENGTH IN NUMBERS?

OOOOO

NOW WHAT?

HE'S FIRING SOME SORT OF GAS PELLETS! QUICK! INSERT NOSE FILTERS!

CHOOM

CHOOM

TOO LATE, BOYS. YOU SHOULD'VE HAD THEM BUILT INTO YOUR MASKS--

-- LIKE ME.

CHOOM

CHOOM

NOW A FEW DRUG-TIPPED DARTS TO BRING DOWN THEIR LEADER...

ARRRGH!

...VOILÁ.!

OW-OW! YOUR CLAWS-- THEY HURT!

THAT'S THE POINT, PAL. MIND TELLING ME WHY YOU BROUGHT OUT THE HEAVY ARTILLERY AGAINST ME?

THIS WAS ONLY SUPPOSED TO BE A SIMULATION.

ENOUGH!

GOOD EVENING, MISS SABLE.

CONGRATULATIONS, PROWLER. YOU DEFEATED MY *WILD PACK* IN NEAR-RECORD TIME. THEY WILL EACH BE DOCKED A DAY'S PAY FOR THEIR HUMILIATION.

HEY-HEY, ISN'T THAT A BIT HARSH?

I MEAN, THEY DIDN'T LEAVE *ME* MUCH CHOICE, BUT I'M SURE YOU DIDN'T GIVE *THEM* MUCH OF ONE EITHER.

THE PRICE OF FAILURE, PROWLER. REMEMBER IT.

I'M FAMILIAR WITH THE WORD.

I WAS A HARD-LUCK *WINDOW WASHER* WHEN I CREATED THE PROWLER. HE WAS SUPPOSED TO PLAY *BAD GUY* AND THE WINDOW WASHER THE *HERO*. NOW I FEEL MORE LIKE A MAN *IN* COSTUME THAN OUT OF IT.

I'VE SEEN THAT SCHIZOPHRENIC THINKING IN YOUR TYPE BEFORE--AS IF A MASK COULD CREATE A NEW PERSON.

NINJAS? ISN'T THAT A BIT *CLICHÉ*?

THEY CAN'T HANDLE THE TRUTH--THAT A MASK IS BUT A PALE REFLECTION OF THE PERSON WHO--

PLEASE, I CAN'T STOMACH ANOTHER LECTURE TODAY. WHAT ABOUT THIS *MISSION*?

SOME JAPANESE FANATICS WHO WISH TO SEE THEIR COUNTRY RETURN TO ITS PRE-WAR IMPERIAL DAYS WILL STRIKE AT ONE OF SEVERAL LOCATIONS TONIGHT. *YOU* WILL GUARD THE *OSBORN CHEMICAL PLANT*, WHERE THEIR AGENT, THE *WHITE NINJA*, MAY TRY TO STEAL A DEADLY NEW *NERVE TOXIN*.

STOP ME AT ANY COST, RIGHT?

THE OSBORN CHEMICAL PLANT, SHE TELLS ME. SWELL.

THE ONLY BADDIES I'M LIKELY TO MEET HERE ARE THE CARCINOGENS I'M BREATHING.

I'VE BEEN PERCHED HERE LIKE A GARGOYLE FOR OVER AN HOUR AND THE ONLY ACTION I'VE SEEN IS TWO ALLEYCATS FIGHTING OVER A DEAD COCKROACH.

AND I'M STARTING TO DEVELOP A PAIN IN MY--

AARRGH!

THUNK

THUNK

YEEEIIII!

THROWING STARS!

LOSING MY BALANCE.

CAN ONLY BE THE WHITE NINJA!

FALLING!

GOTTA RELEASE BURST OF GAS FROM ANKLE-JETS TO SLOW MY DESCENT. STILL--DON T KNOW IF MY INJURED LEG CAN SUPPORT--

OOOWW!

HII-YEEAA!

NNOOO.!!

CRAKK

=NOTTHELEG=

YOUR PUNY TECHNOLOGY IS *NOTHING* TO ME. HOW DO YOU THINK IT WILL AVAIL YOU?

FOR A *NINJA*, THIS GUY CERTAINLY TALKS A LOT. BUT HE'S A MASTER, WHILE I'M ONLY A *GREEN BELT*. SO HOW DO I DEFEAT HIM?

SWOOSH

THWAP

OOOOF!

HOW'BOUT A *PNEUMATIC-ENHANCED ROUNDHOUSE KICK* FOR STARTERS?

PLK

PLAK

PLOP

YOU LEARN *QUICK* LITTLE BRO'.

ABE?!

DON'T TELL ME--THIS IS ANOTHER ONE OF SILVER SABLE'S STUPID TESTS! BUT HOW DID SHE KNOW WHO I--?

AW, WHO CARES? I'VE BEEN WAITING FOR THIS MOMENT FOR A LONG TIME!

HERE'S *WINDOW-CLEANING FLUID* IN YOUR EYE, ABE.

YOU'LL HAVE TO MOVE FASTER THAN THAT, HOBE.

PSSSSSSS

YOU'VE ALSO MANEUVERED YOURSELF INTO A POSITION THAT MAKES IT EASY FOR ME TO DO--

-- THIS!

CRASH

OH, NO. NOT AGAIN.

YOU'VE BECOME SO SMUG HIDING BEHIND THAT *MASK* AND RELYING UPON YOUR *TOYS* THAT YOU FORGOT THE SIMPLE BASICS.

LIKE I SAID, LITTLE BRO -- NO SELF-RESPECT.

ENOUGH!

I REALLY HAVE NO DESIRE TO BEAR WITNESS TO THE NEXT CAIN AND ABEL.

I HOPE YOU REALIZE MY MOTIVES IN THIS EXERCISE, HOBIE. YOU HAD TO LEARN A LESSON IN HUMILITY.

YOU AND THE PROWLER ARE THE SAME BEING. YOU BOTH SHARE THE SAME STRENGTHS AND WEAKNESSES.

LET HIM GO, ABE.

GO AHEAD-- SAY IT!

SIR.

NOT YET. NOT UNTIL HE SAYS IT.

TONY ISABELLA	ROSS & ALAN ANDRU KUPPERBURG	MIKE ESPOSITO	RICK PARKER	RENÉE WITTERSTAETTER	JIM SALICRUP	TOM DeFALCO
WRITER	PENCILERS	INKER	LETTERER	COLORIST	EDITOR	EDITOR IN CHIEF

IT'S A COOL SPRING EVENING ON THE BEACH AT **CONEY ISLAND.** THE CHILL IN THE AIR DOESN'T BOTHER HIM AT ALL.

HE LIKES THE CRISPNESS OF HIS BREATH AS HE WALKS ALONG THE SHORE. IT'S A FRESHNESS IN HIS MOUTH...

...A PROMISE OF NEW **BEGINNINGS.**

THE WAVES ROLL BACK AND FORTH, CHANGING THE SAND BENEATH WITH EVERY PASSAGE, REFLECTING HIS **OWN** JOURNEY.

FROM WAY-WARD YOUTH, **WILLIAM BAKER...**

...TO HARDENED CRIMINAL **"FLINT MARKO"!..**

...AND, FINALLY, TO **SYLVESTER MANN,** HUMBLE DAY LABORER TRYING TO BUILD A NEW LIFE FOR HIMSELF...

...AND WASH AWAY THE SINS OF THE **OLD.**

HOW DELIGHTFULLY **APPROPRIATE!**

HUH?

WHERE ELSE BUT ON A **BEACH** WOULD ONE EXPECT TO FIND--

-- THE SANDMAN!

GEE, MARKO, OLD BUDDY... IS THAT A BIG GRANITE *FIST* YOU'VE GOT THERE--

--OR ARE YOU JUST GLAD TO *SEE* US?

I GOT NO USE FOR EITHER YOU *OR* THE WIZARD.

I AIN'T A *CRIMINAL* NO MORE.

WANNA BE A *VICTIM* THEN?

THE CHOICE

YOU'LL HAVE TO *EXCUSE* THE TRAPSTER. PERIODS OF INCARCERATION-- EVEN AFTER THEY END-- DO TEND TO *SOUR* ONE'S CHEERFUL DISPOSITION.

SURELY *YOU* CAN SYMPATHIZE WITH THAT.

I *HEARD* ABOUT YOUR PRISON BREAK.

WHAT DO YOU WANT WITH *ME?*

WHY, FRIEND SANDMAN, MERELY TO RESTORE A MEASURE OF MEANING, OF *DIGNITY*, TO YOUR DRAB AND DREARY EXISTENCE. I COME TO OFFER YOU, ONCE AGAIN, *FULL* MEMBERSHIP IN--

--THE FRIGHTFUL FOUR!

FOR A GENIUS, YOU DON'T *COUNT* VERY GOOD, WIZARD. WHY DON'T YOU AND HARRY HIPBOOTS THERE FORM A *NEW* GROUP--

--THE CLOD COUPLE.

WRONG *ANSWER*, DIRTBAG.

GENTLEMEN, GENTLEMEN... IS *THIS* ANY WAY FOR MEN WHO HAVE BEEN COMRADES-IN-ARMS TO *ACT?*

SHEATHE YOUR *MULTI-GUN*, TRAPSTER.

YEAH--OR I'LL DO IT *FOR* YOU.

I ADMIT TO BEING SOMEWHAT DISAPPOINTED-- AND *SURPRISED*--BY YOUR REFUSAL. WOULD YOU CARE TO *ELABORATE?*

FOR OLD *TIMES'* SAKE?

I *GUESS* I COULD DO THAT--

--BUT I DON'T FIGURE A BRAIN LIKE *YOU* IS GONNA UNDERSTAND...

BEING A BIG-TIME HARDCASE NEVER GOT ME ANYTHING BUT A WORLD OF PAIN. I'M *THROUGH* WITH THAT.

I GOT A NICE LIFE I WOULDN'T TRADE FOR ALL THE GOLD IN *FORT KNOX.* IT AIN'T EASY, BUT I'M MAKING IT WORK.

I MADE PEACE WITH MOST OF OUR OLD ENEMIES. I EVEN WENT TO A HOCKEY GAME WITH THE *THING* LAST WEEK.

I'VE GOT A SECOND CHANCE AND I WON'T *BLOW* IT!

"YOU UNDERSTAND ME, OLD FRIEND. I *DO* UNDERSTAND AND I'M INCLINED TO *RESPECT* YOUR WISHES."

ARE YOU *CRAZY*, WIZARD? THE BUM'S BEEN HANGING OUT WITH THE FANTASTIC FOUR AND YOU'RE GONNA LET HIM *WALK?*

WHAT IF HE RATS US OUT TO HIS *NEW* BUDDIES?

HMM... THAT *IS* A LEGITIMATE CONCERN.

I WONDER HOW WE MIGHT *RESOLVE* IT.

I GOT A COUPLE IDEAS RIGHT *HERE!*

COME NOW, WE'VE BEEN PARTNERS FOR *YEARS.* SURELY WE CAN COME TO *SOME* SORT OF ARRANGEMENT WITHOUT COMING TO *BLOWS* FIRST.

AND SO, SEVERAL MINUTES LATER...

FAREWELL, SANDMAN. I WISH YOU *HAPPINESS* IN THIS NEW LIFE OF YOURS.

FEEL FREE TO *CALL* IF IT DOESN'T WORK OUT.

JUST REMEMBER OUR *DEAL*, WIZARD.

=GRUMBLE=

THAT TURNED OUT *GOOD*.

THEY LAY OFF BEN AND THE SUPER HEROES AND I KEEP QUIET ABOUT THEIR CAPERS.

MY LIFE STAYS THE WAY IT IS AND NOBODY GETS HURT.

"SO HOW COME I FEEL LIKE I JUST CUT A DEAL WITH THE *DEVIL*?"

I CAN'T BELIEVE YOU LET THAT ROCKHEAD OFF THE *HOOK*! WE COULD'VE TAKEN HIM *EASY*!

WHAT WOULD A *BATTLE* HAVE ACCOMPLISHED? LET THE FOOL *HAVE* HIS ILLUSIONS FOR A FEW MORE DAYS.

WE DON'T NEED *HIM* TO PLAN OUR NEXT MOVES. HE'S NOTHING MORE THAN *MUSCLE*.

WHEN WE'RE READY TO STRIKE, *WE* CAN BE THE GOOD CITIZENS WHO INFORM THE AUTHORITIES THAT THE DREADED *SANDMAN* HIDES AMONG THEM.

HUNTED ONCE MORE, HE WILL HAVE NO *CHOICE* BUT TO RETURN TO HIS OLD PARTNERS.

HE WILL BE *OURS*, MY DEAR TRAPSTER--

--*FOR AS LONG AS HE LIVES!*

MEANWHILE, BACK IN BROOKLYN, A SORELY TROUBLED MAN WRESTLING WITH HIS CONSCIENCE HAS JUST DECLARED THE MATCH A **DRAW**...

I DON'T REALLY **TRUST** THE WIZARD, BUT A DEAL'S A DEAL.

GUESS I JUST GOTTA **LIVE** WITH THAT.

WONDER IF THERE'S ANY OF THAT **PIE** LEFT FROM DINNER. I COULD SURE USE...

MRS. CASSADA! I DIDN'T **SEE** YOU THERE!

HEY! YOU'VE BEEN **CRYING!**

WHAT'S **WRONG?**

IT **SOB** HAPPENED AFTER YOU LEFT, MR. MANN.

IT WAS THE **POLICE!** THEY CAME RIGHT TO THIS **HOUSE!** THERE WERE **TWO** OF THEM!

A BIG BLACK CAR OUTSIDE THE **WHOLE** TIME!

THE POLICE?!

WHAT DID THEY **ULP** WANT?

THEY WANTED MY **SON!** THEY WANTED **CARLOS!** NOT TO ARREST HIM, JUST TO ASK HIM SOME **QUESTIONS!**

HE WOULDN'T TELL THEM **ANYTHING!** HE WOULDN'T TELL **ME** ANYTHING EITHER!

I DON'T KNOW **WHAT** TO DO!

"LET **ME** TRY TO TALK TO THE KID."

THAT CARLOS **GETS** TO ME. HE THINKS HE KNOWS IT **ALL**. JUST LIKE **ME** AT THAT AGE.

I WONDER IF HE'S OUT THERE MAKING THE SAME DUMB MISTAKES I MADE...

CARLOS, IT'S ME... SYLVESTER.

LEAVE ME **ALONE**, MAN. JUST GO **AWAY.**

WE GOT **NOTHING** TO TALK ABOUT.

BOY, DOES **THAT** SOUND FAMILIAR. WELL, THIS TIME, HE'S **GONNA** LISTEN TO SOMEBODY--

-- AND NOT THROUGH A LOCKED DOOR EITHER.

HAVING A BODY WITH ALL THE QUALITIES OF SAND COMES IN HANDY SOMETIMES.

CARLOS IS LOOKING OUT THE WINDOW.

GOOD. ONE LESS THING TO EXPLAIN.

YOUR MOM'S REAL WORRIED ABOUT YOU, KID.

WHAT TH-- HOW DID YOU GET IN HERE?

CHEAP LOCK. LET'S TALK.

I STILL GOT NOTHING TO SAY.

DON'T BE SUCH A BUTTHEAD, CARLOS. GOTTA TALK TO SOMEBODY SOONER OR LATER. MIGHT AS WELL BE ME.

WHATEVER YOU TELL ME STAYS HERE IF THAT'S HOW YOU WANT IT.

SCOUT'S HONOR.

THAT'S A JOKE, KID.

COME ON...

IT'S NO BIG DEAL, MAN. THE COPS THINK A BUNCH OF GUYS I USED TO HANG WITH ARE INTO ROBBING LIQUOR STORES--

-- AND THEY EXPECT ME TO "COOPERATE WITH THE INVESTIGATION".

LIKE I COULD REALLY DO THAT.

WHAT'S **STOPPING** YOU, JUNIOR?

YOU **IN** ON THE JOBS?

GOT IT ALL FIGURED **OUT**, DON'T YOU? SO WHAT IF I MADE **ONE** STUPID MISTAKE A COUPLE YEARS BACK?

THAT DOESN'T MAKE ME A **CAREER** CRIMINAL!

AW, GEEZ... I NEVER KNEW ABOUT THAT.

BUT IF YOU'RE **STRAIGHT**, HOW COME YOU WON'T HELP BEFORE **SOMEBODY** GETS **HURT**?

I'M SUPPOSED TO CHOOSE BETWEEN THE POLICE AND MY **FRIENDS**.

I CAN'T **MAKE** THAT CHOICE.

I'M NOT **GONNA** MAKE IT.

IT'S NOT THAT **SIMPLE**, CARLOS.

WHEN YOU GOTTA MAKE A CHOICE AND YOU **DON'T**--

--THAT'S **STILL** MAKING A CHOICE.

YOU GET THAT OFF A **FORTUNE** COOKIE?

YOU JUST DON'T **UNDER-STAND**!

THEY WERE MY **FRIENDS**!

BELIEVE ME, I UNDERSTAND...

...BETTER THAN YOU'LL EVER **KNOW**.

LATER THAT NIGHT.

I KNOW THESE STREETS LIKE THE BACK OF MY HAND. HALF THE CREEPS I WORKED WITH HAD HIDEOUTS HERE.

BLASTED NEIGHBORHOOD MUST BE ZONED FOR SUPER-VILLAINS.

STOP GROUSING, TRAPSTER. HE DID CALL TO SAY HE WAS COMING.

I HARDLY THINK HE'S TRYING TO TRICK US.

IF HE MAKES EVEN ONE WRONG MOVE.

≥SIGH≤ I'M QUITE CERTAIN YOU COULD CONCOCT AN EXTREMELY PAINFUL DEMISE FOR HIM.

BUT LET'S REMAIN OPTIMISTIC, SHALL WE?

HERE HE COMES. ALL SMILES NOW.

WIZARD, WE GOTTA TALK.

HAVING SECOND THOUGHTS ABOUT MY OFFER?

LET'S SAY I'M HERE TO RENEGOTIATE.

HERE'S THE NEW DEAL:

YOUR CRIMINAL CAREERS ARE OVER.

STARTING RIGHT NOW.

YOU GET THE SAME CHANCE TO START OVER THAT THE THING GAVE *ME*. BUT IF YOU PULL ANY CRIMES--

-- I'M BRINGING YOU DOWN *MYSELF!*

I FEAR I *OVER-ESTIMATED* YOU, SANDMAN.

YOU *ARE* TOO STUPID TO LIVE.

WHAT?!

YOU WANNA TALK STUPID, CHECK OUT YOUR PASTE-GUN-PACKIN' *PARTNER* HERE.

AIN'T YOU A LITTLE QUICK ON THE *DRAW*, PUNK?

TRAPSTER, YOU FOOL!

IF WE'RE ALL SO STUPID, WIZARD, HOW COME *YOU'RE* PLASTERED TO THE WALL?

YOUR TURN, HIPBOOTS.

S-S-STAY *BACK!*

THIS S-S-S-SETTING WILL BLOW YOU TO *PIECES!*

UFFF

I HATE WHEN THAT HAPPENS!

AWW... HE'S SLEEPING LIKE A BABY!

THIS PASTE WILL KEEP HIM NICE AND WARM UNTIL THE COPS GET HERE.

LISTEN TO ME, SANDMAN! YOU MAY HAVE MADE PEACE WITH THE FANTASTIC FOUR, BUT YOU'RE STILL A WANTED MAN!

TURN US IN AND I'LL MAKE CERTAIN THE AUTHORITIES FIND YOU AS WELL!

YOU MIGHT WANT TO RE-THINK THAT, WIZ.

OH, REALLY?

YEAH.

YOU SEE, IF THE COPS GET ME, THEY'LL PROBABLY SEND ME TO THE SAME PRISON THEY SEND YOU.

KRUNCH

ULP

IS THAT WHAT YOU REALLY WANT--?

..OLD FRIEND?

SEVERAL DAYS PASS AND...

NOBODY'S TRIED TO *NAIL* ME, SO I GUESS THE WIZARD DECIDED HE DIDN'T WANT ME FOR A *ROOMMATE.*

FUNNY... I CAN USUALLY SMELL DINNER ON THE STOVE WHEN I GET HOME.

MRS. CASSADA?

IT'S CARLOS.

UPSTAIRS.

WHAT *HAPPENED,* KID?

I *THOUGHT* ABOUT WHAT YOU SAID, MAN. REAL *HARD.*

I KNEW I HAD TO MAKE THE RIGHT *CHOICE.*

THE ONLY PROBLEM IS... I MADE IT TOO *LATE.*

MY OLD BUDDIES PULLED ANOTHER *JOB.*

THIS TIME, THE OWNER HAD A *GUN.*

THE END.

Stan Lee PRESENTS: ROCKET RACER!

TONY ISABELLA — WRITER
ALAN KUPPERBERG — ARTIST
RICK PARKER — LETTERS
MARIE JAVINS — COLOR
JIM SALICRUP, EDITOR
TOM DEFALCO, EDITOR IN CHIEF

"WHAT I DID ON MY SUMMER VACATION"

THIS IS I-71 SOUTH IN MEDINA COUNTY, OHIO.

I'M BOB FARRELL, SORT OF A BOUNTY HUNTER.

I CALL MYSELF THE ROCKET RACER.

ALL THE GOOD NAMES WERE TAKEN.

BEAM

BRAK

OH, YEAH. I'M ON A CASE RIGHT NOW.

WHEN I'M NOT IN SCHOOL, I WORK FOR **SILVER SABLE INTERNATIONAL.** WE APPREHEND WANTED CRIMINALS AND RECOVER STOLEN PROPERTY AROUND THE **WORLD.**

THE BOYS IN THE HOT ROD ARE THE **PACK RATS,** TWO BROTHERS WHO STEAL TECHNOLOGY AND TURN IT INTO WEAPONS FOR SALE TO **OTHER** CRIMINALS.

BTANG

IF WE KAIN'T JUST SHOOT 'IM, WE IS GONNA HAVE TO GIT **SCIENTIFIC** OURSELFS!

IF YOU **KNOW** WHUT AH MEAN AND AH THINK THET YOU **DO.**

HAW!

"COULD YOU JUST **DIE,** HUBIE! NOW HE'S RIDIN' ON THE **SIDE** OF THET BIG OL' EIGHTEEN-WHEELER!

"WE'RE TALKIN' SOME **SERIOUS** SCI-FI GYRO-SCOPES ON THET SKATE-BOARD OF HIS!"

CHRISTMAS MUST BE A **RIOT** AT THEIR HOUSE.

DANG IT, HUBIE!

AH KAIN'T HIT THET RACER FELLA **NO** HOW!

KEEP **SHOOTIN',** BERT!

SHRAK

THAT LIMITS MY OPTIONS **CONSIDERABLY.**

HE'S **GAININ'** ON US, HUBIE!

GIMME THE **JAMMER!**

A WARNING BUZZER GOES OFF INSIDE MY CYBERNETIC **HEADSET.** MY BOARD'S RUNNING OUT OF **FUEL.**

I'M NOT WILD ABOUT USING MY MINI-ROCKETS ON THE RATS. IT WASN'T SO LONG AGO THAT I WAS THE ONE BEING HUNTED.

AH HOPE YORE RIGHT ABOUT THIS.

HE'S GOTTA BE USIN' CYBERNETIC CONTROLS--

--UNLESS HE'S SOME KINDA MUTIE!

I START PAYING FOR MY HESITATION ABOUT A SECOND AFTER BERT TRIGGERS HIS NEW TOY.

POK POK POK

THE ROCKETS GO WIDE...

BULL'S-EYE!

... MY BRAIN EXPLODES...

ARRGH!

... AND MY BOARD GOES ABSOLUTELY BANANAS!

WHOAAA!

THEY SAY ANY LANDING YOU CAN WALK AWAY FROM IS A GOOD ONE.

THWUD

THIS IS NOT A GOOD LANDING.

I'M GONNA PASS OUT, OKAY?

NEW YORK, TWO DAYS EARLIER...

I WAS AFRAID I'D BEEN LAID OFF, SLUGGO.

THAT'S MR. SLUGANSKI TO YOU, FARRELL...

... AND I WAS MERELY WAITING FOR AN ASSIGNMENT THAT SUITED YOU.

SOMETHING RELATIVELY UN-IMPORTANT.

BERT AND HUBIE PACKER?

NEVER HEARD OF THEM.

THEY STOLE SOME PROTOTYPES FROM THE CLIENT.

THE CLIENT WANTS THEM BEHIND BARS.

COULD I PASS ON THIS? THEY'RE JUST TEENAGERS.

THEY REMIND ME OF ME BEFORE I WENT STRAIGHT.

ONE AND THE SAME IF YOU ASK ME.

BUT MY POSITION ON THIS FIRM'S EMPLOYMENT OF EX-CONS IS WELL KNOWN.

THIS FIRM HAS BEEN EXTREMELY TOLERANT OF YOUR EDUCATIONAL AND FAMILIAL CONCERNS UP TO THIS POINT. BUT IF YOU REFUSE THIS CASE --

--YOU CAN TAKE YOUR SILLY SKATE-BOARD AND GO DELIVER PIZZAS FOR DOMINO'S!

ARE WE CLEAR ON THAT, FARRELL?

YES, SIR, MR. SLUGANSKI, SIR!

SHALL I KICK SOME PUPPIES ON MY WAY OUT, SIR?

HOW AMUSING. PICK UP YOUR PLANE TICKETS AT THE FRONT DESK--

--UNLESS YOU'RE PLANNING TO SKATE TO OHIO.

SOMEONE IS CROUCHED OVER ME AS I COME TO. I TRY TO SAY SOMETHING WITTY. I GET ABOUT HALFWAY THERE.

AUNTIE EM?

CLOSE ENOUGH. I'M SHERIFF TAYLOR.

THINK YOU CAN STAND?

HOW SOON?

ERNIE SLUGANSKI PHONED AND ASKED ME TO EXTEND SOME PROFESSIONAL-TYPE COURTESY YOUR WAY.

SLUGGO ASKED THAT?!

LET ME HELP YOU. THAT WAS QUITE A CHASE SCENE.

IS THIS AN ARREST?

RELAX, YOUNGSTER. I KNOW ALL ABOUT YOU AND THE PACKERS.

WELL, TO BE HONEST, WHAT HE SAID WAS:

"ANDY, DON'T LET FARRELL MUCK IT UP."

HE WAS ALWAYS SORT OF INDELICATE THAT WAY.

SHERIFF

I THINK I LIKE THIS GUY.

I'M THE ONE WHO REPORTED THAT THE PACKERS WERE IN THIS AREA.

COFFEE?

SHERIFF

THANKS.

THINK YOU CAN FIX YOUR SKATEBOARD?

AS MY KID BROTHER WOULD SAY:

"AIN'T NO THANG."

I BUILD THIS BOARD TOUGH.

DON'T RECKON I'D HAVE THE NERVE TO GO SCOOTIN' DOWN I-7 ON THAT THING.

ANYWAY, BERT AND HUBIE SHOWED UP MAYBE A WEEK AGO.

DID A COUPLE JOBS HERE AND THERE.

FOR BEER MONEY, MOST LIKELY.

DON'T TAKE THIS WRONG, SHERIFF, BUT WHY WOULD THE PACK RATS BE HANGING AROUND THESE PARTS?

ALL THEIR CUSTOMERS ARE BIG CITY TYPES.

WANTED FBI

I GOT TO THINKING ABOUT THAT...

I'M PRETTY SURE I KNOW WHAT THEY'RE AFTER...AND WHERE IT IS.

WANT TO JOIN THE INVESTIGATION?

PROFESSIONAL COURTESY.

I'M READY WHEN YOU ARE.

SO IS MY BOARD.

I RECKON WE'LL TAKE THE CAR.

OH...

WE DRIVE SO FAR OFF THE BEATEN PATH THAT THE ROAD BECOMES ALMOST A PHILOSOPHICAL CONCEPT. THE SHERIFF TELLS ME THIS RUNDOWN DINER WAS KNOWN AS "THE BAR WITH NO NAME".

IT HAD A REAL EXCLUSIVE CLIENTELE.

CLOSED

SUPER-VILLAINS.

HE SAYS IT THE WAY SOMEBODY HISSES "VAMPIRES" IN AN OLD-TIME HORROR MOVIE.

SHERI

SHE

I KIND OF ASHAMED TO ADMIT I NEVER KNEW WHAT KIND OF PLACE THIS WAS.

UNTIL AFTER THE MASSACRE, OF COURSE.

MASSACRE?

IT HAPPENED A WHILE BACK. A VIGILANTE ASSASSIN CALLED **SCOURGE** WAS MURDERING SUPER-CRIMINALS.

EIGHTEEN OF THEM GATHERED HERE LOOKING FOR PROTECTION.

SCOURGE CAME, TOO.

"THE VILLAINS HAD ALL CHECKED THEIR **WEAPONS** AS A PRECAUTION AGAINST THEIR KILLER SNEAKING IN IN DISGUISE.

MUSCLE BEACH

"NOT **ONE** OF THEM SURVIVED."

THAT'S **IT**! THAT'S WHAT THE PACKERS **WANT**!

THEY'RE LOOKING FOR THOSE **WEAPONS**!

THE VILLAINS DIDN'T EVEN TRUST EACH **OTHER**. A GOOD NUMBER HID THEIR GEAR BEFORE THEY **ENTERED** THE MEETING.

MOST OF THOSE WEAPONS WERE NEVER **FOUND**!

UHHH!

GGNNG!

ZZAK!

UNTIL NOW, SHERIFF!

LET'S SHOW 'EM, HUBIE!

CLOSED

AH JUST **LOVES** PRODUCT TESTING!

THE SHERIFF IS DOWN.

I DRAW THEIR FIRE AWAY FROM HIM--

BRUMP

-- AND GIVE BACK A LITTLE OF MY OWN!

POK

POK

POK

THESE ROCKETS CAN BLAST THROUGH SOLID STEEL.

HUBIE'S LUCKY I ONLY WANTED TO-- EXCUSE ME-- WING HIM.

DANG YOU, RACER!

THESE WERE MUH FAVORITES!

YOU SHOT MUH BROTHER DOWN!

THAT TICKS ME OFF!

DOES HE EXPECT AN APOLOGY?

FIRST, AH'M GONNA JAM YORE CYBERNETICS.

THEN AH'M GONNA HURT YOU REAL BAD.

I FIGURED THEY'D TRY THIS AGAIN, SO I CHANGED MY HEADSET FREQUENCY WHEN I REPAIRED MY BOARD.

IT HURTS LIKE HECK.

I'M STARTING TO FEEL A LOT LESS SYMPATHETIC TOWARDS THESE BOYS.

WHUGG

THAT WERE A PRETTY GOOD ONE, RACER.

YOU READY TO GIVE UP?

TAIN'T LIKELY.

I WAS AFRAID OF THAT.

HE SAYS SOMETHING ELSE, BUT I CAN'T HEAR HIM IN THE ROAR OF THE WIND.

IT'S SOME SORT OF TORNADO MACHINE.

I TRY ONE OF MY ROCKET-POWERED PUNCHES.

I MISS HIS JAW, HIT HIS CHEST.

SOMETHING BREAKS.

OFF-HAND, I'D SAY IT WAS THE CONTROL DEVICE.

YEOWWW!

ARRRH!

SHRAAK

AH LIKES THIS SWORD. IT MAKES YOU DANCE AROUND LIKE A TOADY-FROG ONNA HOT PLATE.

SAY YOUR PRAYERS, RACER!

HOW COME ALL I CAN REMEMBER IS "NOW I LAY ME DOWN TO SLEEP...

YIIIII!

HUH?

WHOA! THIS THING'S GOT QUITE A KICK TO IT!

THERE'S NOT A WHOLE LOT OF FIGHT LEFT IN HUBIE AFTER THAT.

THE NEXT MORNING, SHERIFF TAYLOR TAKES ME --ARE YOU READY FOR THIS-- FISHING.

SLUGANSKI SOUNDED ALMOST CIVIL.

IT'LL BE A FEW DAYS BEFORE EXTRADITION PROCEEDINGS ON BERT AND HUBIE ARE COMPLETED, SO HE SAYS I MIGHT AS WELL TAKE IT EASY FOR A SPELL.

I THINK HE WAS SURPRISED I ACTUALLY BROUGHT THOSE TWO IN.

I SUPPOSE YOU DID FEEL A KINSHIP TOWARD THAT PAIR.

I WON'T DENY IT.

I KNOW FIRSTHAND WHAT DRIVES THEM. THERE AREN'T TOO MANY CHANCES OUT THERE FOR SOME OF US.

BUT THERE ARE BETTER WAYS TO GET AHEAD IN THE WORLD.

MAYBE THE PACKERS WILL LEARN THAT SOMEDAY.

SAY... DO YOU SUPPOSE WE COULD MAIL WHATEVER WE CATCH BACK TO MR. SLUGANSKI?

...REAL SLOW?

MYERS LAKE FISHIN' HOLE

THE ROCKET RACER RETURNS IN AN ALL-NEW ADVENTURE IN MARVEL TALES #242

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SPI-DEY'S TOTALLY TINY ADVENTURE

PART 3

WEB OF SPIDER-MAN™

MAKE WAY FOR PSYCHO-MAN!™

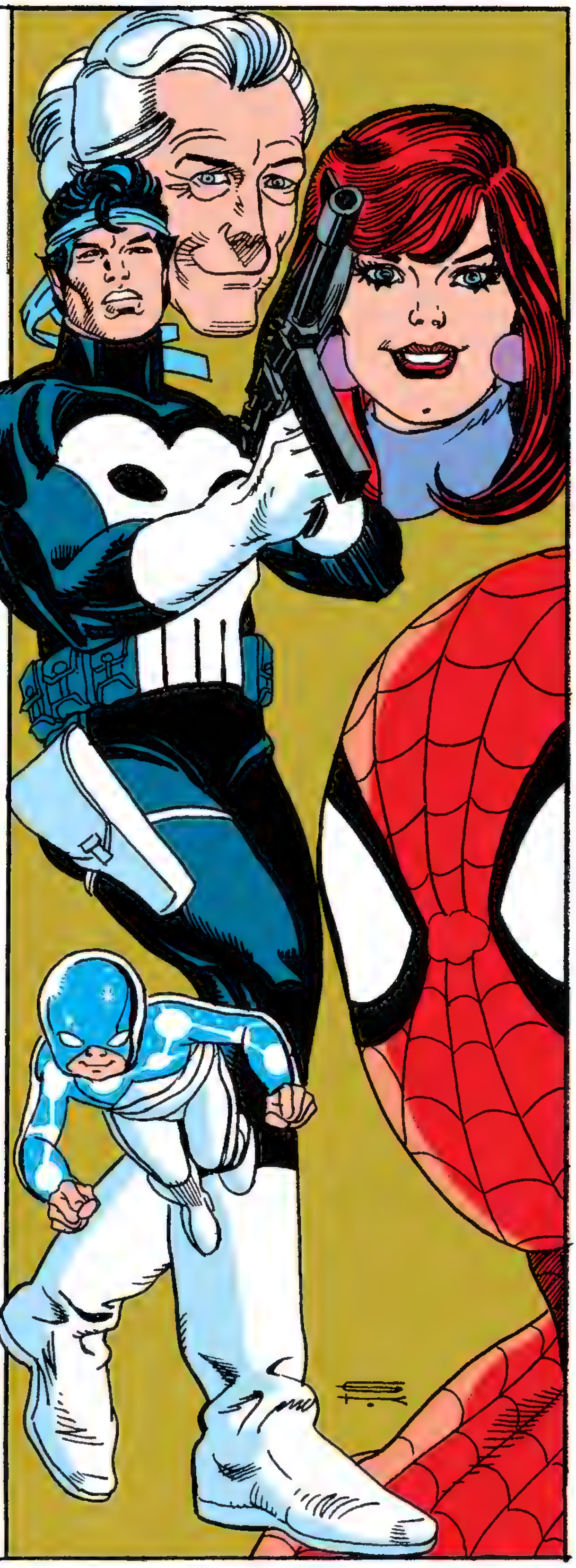
HE'S GOT THE WHOLE WORLD IN HIS HANDS!

STAN LEE PRESENTS:

WEB OF SPIDER-MAN

SPI-DEY'S TOTALLY TINY ADVENTURE

PART 3



THE STORY SO FAR . . .

Reduced to minuscule size after accidental exposure to Ant-Man's shrinking gas, Spider-Man sought the assistance of his friend, chemical manufacturer Harry Osborn. First, however, the newly petite hero had to stop the agents of a South American drug lord from stealing chemicals from Harry's plant. The pint-sized web-slinger saved the day, but continued to shrink uncontrollably until he found himself in the sub-atomic Microverse, face to face with the malevolent menace of the Psycho-Man . . .

C O N T E N T S

SPIDER-MAN in
"UP FROM SLAVERY" 2
by Gerry Conway, Stan Lee, Gil Kane, Sal Buscema, Mike Esposito, and Alan Kupperberg

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by Tony Isabella and Steve Ditko

DAN CUDDY—assistant editor
JIM SALICRUP—editor
TOM DeFALCO—editor in chief

PAIN! WE'VE ALL EXPERIENCED IT AT SOME TIME OR OTHER. BUT NEVER HAS ANY-ONE UNDERGONE THE INDESCRIBABLY AGONIZING ORDEAL WHICH A HELPLESSLY SHACKLED SPIDER-MAN IS BEING FORCED TO ENDURE!

IT ISN'T WORKING! I NEED MORE CURRENT! MORE! MORE!

UP FROM SLAVERY!

GERRY CONWAY PLOT

STAN LEE SCRIPT

GIL KANE & FRIENDS ART

RICK PARKER LETTERS

NEL YOMTOV, EVELYN STEIN AND BOB SHAREN COLORISTS

JIM SALICRUP EDITOR

TOM DeFALCO EDITOR IN CHIEF

IT'S PSYCHO-MAN! BUT WHY DID HE CAPTURE ME? WHY IS HE DOING THIS?

IMPOSSIBLE! MY INSTRUMENTS STILL RECORD A NEGATIVE ENERGY FLOW!

AFTER ALL MY WORKING, MY PLANNING, I CAN'T FAIL NOW!

ONCE I POSSESS MY CAPTIVE'S UNI-POWER, THE COSMOS ITSELF WILL BE MINE!

AND POSSESS IT I SHALL -- FOR I AM DESTINED TO RULE!

WHEN I THINK OF THE *TIME* I SPENT, THE *MONEY* IT COST, THE *DANGER* INVOLVED-- ALL TO TRAP SPIDER-MAN HERE IN SUB-ATOMICA--

YOU CORNY HI-TECH *NITWIT*-- YOU MUST BE DUMBER THAN YOU *LOOK*!

THAT EXPLAINS IT! *THAT'S* WHY I CAN'T TAP INTO AN *ENERGY FLOW*!

I *KNEW* MY INSTRUMENTS WOULDN'T FAIL ME!

I NO LONGER *HAVE* THE UNI-POWER! I LOST IT *MONTHS* AGO!

AS FOR *YOU*-- SINCE YOU ARE OF NO FURTHER *USE* TO ME--

-- ONE FINAL SURGE OF CURRENT WILL RENDER YOU *UNCONSCIOUS* WHILE I PLAN ANEW!

I, WHO WAS ONCE *RULER ABSOLUTE* OF THE TECHNOCRACY OF *SUB-ATOMICA*--

I WILL *STILL* FIND A WAY TO RETURN IN *TRIUMPH!*

THEY *EXILED* ME FROM SUB-ATOMICA... CONDEMNED ME TO WANDER THE *MICROVERSE* ABOARD MY WORLDSHIP!

AND ALL BECAUSE MY ATTEMPT TO FIND *NEW WORLDS* FOR MY PEOPLE TO CONQUER AND COLONIZE *FAILED!*

BUT EVEN THOUGH *THE FANTASTIC FOUR* DEFEATED ME--THE ENIGMA FORCE WILL *YET* BE MINE!

NOTHING CAN STOP ME FOR LONG!

NOTHING CAN STOP THE MASTER OF *SIZE MANIPULATION*, WHO CAN ALSO CONTROL HIS VICTIMS' *EMOTIONS*!

IT'S ONLY A MATTER OF *TIME* BEFORE PSYCHO-MAN IS *SUPREME*!

AS FOR MY *LATEST* VICTIM, I'LL PUT HIM WITH THE *OTHER* CAPTIVES!

NO NEED TO SULLY MY OWN HANDS WITH THE TASK--

--WHEN MY *ROBOTIC DEVICES* CAN DO IT SO EASILY *FOR* ME!

THSSKK

SLOWLY, PAINFULLY, THE FIRST FAINT GLIMMERINGS OF CONSCIOUSNESS RETURN TO THE FALLEN WEB-SWINGER...

I'M-- IN SOME SORT OF-- IRON CAGE!

MY WEB-SHOOTERS-- GONE! HE-- TOOK NO CHANCES!

A TENTACLE-- FROM A NEARBY CAGE! I'M-- STILL TOO WEAK-- TO BATTLE IT!

MEANWHILE, PSYCHO-MAN ENTERS HIS HEAVILY-FORTIFIED COMMAND CENTER...

THE BENCHMARK OF *GREATNESS* IS THE REFUSAL TO ADMIT DEFEAT!

HERE, WITHIN MY ETERNALLY-SPINNING, HOVERING *GLOBE*, IS CONTAINED THE SECRET WHICH SHALL WIN ME THE ULTIMATE *POWER!*

AT THE TOUCH OF A BUTTON--

I CAN *OPEN* THE SPHERE--

AND BEHOLD MY *GREATEST* HANDIWORK!

WHILE, IN A HOLDING CELL, WITHIN THE INCREDIBLE SHIP..

THE TENTACLE-- TOUCHING ME! I MUST GET UP--MUST FIGHT IT-- SOMEHOW!

ENERGY-- STARTING TO FLOW THROUGH ME!

MY STRENGTH COMING BACK--IN EVER-STRONGER WAVES! BUT-- HOW?

IT'S THE TENTACLE!

ITS TOUCH IS REVITALIZING ME-- RESTORING MY POWER!

WHOEVER-- WHATEVER-- IT BELONGS TO ISN'T HOSTILE! IT'S TRYING TO HELP!

YOU ARE RIGHT, I CAN SENSE YOUR THOUGHTS! I, TOO, AM A CAPTIVE HERE--AS ARE WE ALL!

WELL, COUNT ON THIS, PAL-- WE WON'T STAY CAPTIVES FOR LONG!

I, TOO, ONCE POSSESSED THE ENIGMA FORCE--

AS DID *ALL* WHO FELL VICTIM TO PSYCHO-MAN'S LUST FOR POWER!

HE WILL STOP AT NOTHING TO OBTAIN IT *ALL*-- THOUGH NONE OF US KNOWS *WHY*.!

" HE HAS JOURNEYED FROM WORLD TO WORLD, CAPTURING HIS VICTIMS, SHRINKING US TO MICRO-SIZE--

" KEEPING US IMPRISONED, TREATING US LIKE MINDLESS, SOULLESS BEASTS!"

BUT THERE *MUST* BE A WAY OUT-- A WAY TO *ESCAPE*!

PERHAPS. BUT WE POSSESS NEITHER THE SKILL NOR THE STAMINA!

THOUGH OUR APPEARANCE MAY BE DISTURBING TO YOU, WE WERE ALL PEACE-LOVING, LAW-ABIDING CITIZENS OF OUR WORLDS.

WELL, THERE'LL BE SOME *CHANGES* AROUND HERE! PSYCHO-MAN FINALLY CAPTURED A *HOT POTATO*.!

FIRST THINGS I'LL NEED ARE MY WEB-SHOOTERS!

HE STASHED 'EM IN THAT GLASS CASE OVER THERE-- JUST OUT OF REACH!

HIS WAY OF ADDING A LITTLE EXTRA TORMENT!

BUT THIS TIME HE OUT-SMARTED HIMSELF!

LET'S SEE HOW GOOD YOU REALLY ARE WITH THAT ALL-PURPOSE TENTACLE M'MAN!

I CAN SENSE YOUR OBJECTIVE, HUMAN!

KLIKK

SNIKK

THIKK

HEYYYY, FOR A FELLOW WITH NO HANDS, YOU'RE A MIGHTY HANDY GUY TO HAVE AROUND!

NOW, LET'S SEE IF WE CAN FIND THE CONTROLS FOR THESE CAGES!

WE KNOW WHERE THEY ARE! BUT THERE IS NO WAY TO GET THEM!

LESSON # 1, MY EXTRA-TERRESTRIAL ALLY--

NEVER SAY NEVER!

SECONDS LATER...

THE CAGES ARE *OPEN*, KIDDIES!

SO--

LET'S BOOGIE!

AT THAT MOMENT, AS THE WORLDSHIP ROCKETS THROUGH THE MICROVERSE...

THE *BREAKOUT ALARM!* MY CAPTIVES HAVE BROKEN FREE!

THE PATHETIC *FOOLS!* HAVE THEY NOT YET LEARNED THE *FUTILITY* OF THEIR EFFORTS!

AS I *SUSPECTED!* THEY ARE LED BY *SPIDER-MAN--*

--WHO WILL SOON LEARN THAT *PSYCHO-MAN* HAS WEAPONS BEYOND HIS FEEBLE COMPREHENSION!

MERE POWER, COURAGE, OR DARING ARE *USELESS* AGAINST ME!

FOR I HAVE THE ABILITY TO AFFECT MY ENEMIES' *MINDS*-- TO DRIVE THEM *MAD* IF I SO DESIRE!

AND *NOW* I SO DESIRE!

IT IS TIME I *RELIEVED* MYSELF OF THE BURDEN OF CARING FOR UNGRATEFUL CAPTIVES!

MY *SPIDER SENSE*-- TINGLING LIKE *MAD!*

SHHHHH

HE'S UNLEASHED HIS *PSYCHO VAPORS!*

THE ALIENS ARE *BREATHING* THEM IN!

IT'S MAKING THEM RUN *AMOK!*

I CAN WEB-SWING *ABOVE* THE FUMES--BUT I CAN'T SAVE THE OTHERS!

THEY'VE LOST ALL SENSE OF REASON!

ONE OF THEM'S COMING AFTER ME!

CAN'T LET ANYTHING SLOW ME UP!

THOMP

DUNNO WHERE THIS VENT WILL TAKE ME--

--BUT IT'S TOO LATE TO STOP NOW!

I'VE GOT TO FIND PSYCHO-MAN--BUT WHEN I DO-- HOW DO I BEAT A GUY LIKE THAT?

WOW! TALK ABOUT A BREAK!

LOOKS LIKE I LANDED IN HIS MAIN CONTROL CHAMBER!

BUT WHY DO I GET THE FEELING THAT'S HE'S WATCHING ME?

MAYBE IT'S BECAUSE HE IS!

WHAT A PITY YOU FOUND MY SANCTUM SANCTORUM!

NO INTRUDER MAY EVER LEAVE THERE ALIVE!

THESE SEEM TO BE THE *PRIMARY* CONTROLS!

IF I *ACTIVATE* THEM, MAYBE I'LL LEARN WHÁ--

THE SPHERE! IT'S *OPENING*! THERE'S A *MINIATURE UNIVERSE* INSIDE!

UH-OH! I'M NOT *ALONE* IN HERE!

≠WHEW!≤ IF NOT FOR MY *SPIDER-SENSE* THAT BLAST WOULD HAVE *WASTED* ME!

IT'S *PSYCHO-MAN*-- AND HE LOOKS LIKE HE'S LOADED FOR BEAR!

SAVOR YOUR *LAST* FREE THOUGHT, SPIDER-MAN!

WITHIN SECONDS, YOUR EMOTIONS, YOUR FEELINGS, YOUR VERY *MIND* WILL BE UNDER *MY* CONTROL!

HE'S NOT JUST WHISTLIN' DIXIE!

GOTTA GET THAT PORTABLE *EMOTION CONTROL RAY* AWAY FROM HIM!

YOU'RE JUST PROLONGING THE AGONY!

WANNA *BET?*

I'LL TAKE THAT NOW!

OKAY, CHUCKLES, IT'S *MANO A MANO!*

I WAS *HOPING* YOU'D TRY THAT, YOU WEB-SWINGING *BUFFOON!*

WHOOOMPH!

MY POWER-AMPLIFIED BATTLE SUIT CAN MORE THAN DEFEAT YOUR OVER-RATED SPIDER STRENGTH!

REMEMBER, YOU'RE BATTLING SOMEONE WHO CAPTURED A UNIVERSE!

"WHO BUT I COULD HAVE USED A SIZE-ALTERING RAY TO SHRINK THE SUB-ATOMIC PLANETARY SYSTEM?

"THEN, WHEN IT WAS MICRO-SIZED, I BROUGHT IT INTO MY SHIP--

"--WHERE IT HAS REMAINED, HELD HOSTAGE WITHIN MY GLEAMING SPHERE!"

NOW DO YOU BEGIN TO TREMBLE AT MY POWER?

NOW DO YOU SEE HOW POWERLESS YOU ARE AGAINST ME?

I'LL ANSWER AFTER YOU FINISH YOUR STORY! IT'S JUST GETTING INTERESTING!

"VERY WELL! IT WILL BE THE *LAST* STORY YOU EVER HEAR!

"I ORDERED MY CAPTIVE WORLD TO MAKE *ME* THEIR RULER OR REMAIN *MICRO-SIZED* FOREVER!

"THEY AGREED!

"BUT THEN, WHEN I TRIED TO USE MY *GROWTH RAY*--

"I REALIZED I LACKED ENOUGH *ENERGY!*"

IT TAKES *MORE* ENERGY TO MAKE THINGS *LARGER* THAN TO MAKE THEM SMALLER!

ONLY THE *ENIGMA FORCE* CAN PROVIDE THE *POWER* I NEED!

BUT *ENOUGH TALK!* SINCE YOU ARE OF NO FURTHER *USE* TO ME--!

HOLD IT! I'VE GOT ANOTHER *QUESTION*--

STALLING WON'T SAVE YOU!

IF YOU COULDN'T MAKE *THEM* BIGGER--

WHY DIDN'T YOU MAKE *YOURSELF* SMALLER?

NO ANSWER?

BET YOU NEVER *THOUGHT* OF IT!

TRUE, I *HADN'T* THOUGHT OF THAT! BUT NOW THAT YOU *MENTION* IT, ONCE I'VE DISPOSED OF *YOU*--

YOU MEAN I DON'T EVEN GET A *NO-PRIZE*?!!

UH-OH! WHAT'S THAT *GIZMO* HE'S FIDDLIN' WITH?

IF IT'S WHAT I *THINK* IT IS--!

IT WAS!

NOW, YOU PUNY-NON-ENTITY!

HEY, GO *'WAY!* SCAT! PICK ON SOMEONE YOUR *OWN* SIZE!

BUT BEFORE HIS GIGANTIC FOE CAN GRAB HIM...

SOMEONE *BLASTED* ME--FROM WITHIN THE WORLDSHIP!

IT'S ONE OF THE *ALIENS!* HE'S *SMILING!* BUT--

OF *COURSE!* I SHOULD HAVE *GUESSED!*

THEY'RE TRYING TO *HELP!* THEY ZAPPED ME WITH A *GROWTH* RAY!

OKAYYYY, PSYCHIE! NOW WE'LL SEE HOW *YOU* LIKE BEING THE RUNT OF THE LITTER!

!

NO MATTER *HOW* LARGE YOU GROW, I CAN GROW *LARGER*!

THE DEVICE IS *MINE*! THE *SKILL* IS MINE!

YOU *FOOL*! YOU CAN'T BEAT ME AT MY OWN GAME!

THE *POWER* IS MINE!

OKAY, OKAY! YOU *MADE* YOUR POINT!

HOOO BOY! HE'S GONNA PELT ME WITH A FIRE-BALL!

WAIT A MINUTE! THAT'S NO FIREBALL! I FORGOT HOW BIG HE IS!

THAT'S A STAR HE'S HOLDING!

I MUST BE PRETTY GIGANTIC MYSELF TO BE ABLE TO DODGE IT!

WITH ALL THIS CHANGING, THERE'S NO WAY TO JUDGE THE SIZE OF ANYTHING!

THEY'RE ZAPPING ME FROM THE SHIP AGAIN!

IT'S LIKE HAVING MY OWN ALIEN WELCOME WAGON!

HEY, PSYCHIE, LOOKS LIKE WE'RE AN EVEN MATCH AGAIN!

WHAT'S YOUR PLEASURE, BRIGHT-EYES? TANGO OR LAMBADA?

MY PLEASURE WILL BE DESTROYING YOU FOR YOUR INSOLENCE!

REMEMBER, IT IS I WHO HOLD THE SIZE-CHANGE CONTROL!

CORRECTION, CUDDLES!

YOU *HELD* THE CONTROL!

YOU MINDLESS *CRETIN!* LOOK WHAT YOU'VE *DONE!*

YOU *REVERSED* THE POLARITY--

--BATHING ME IN THE *SHRINKING* RAY!

HE'S *RIGHT!* HE'S GETTING SMALLER *ALREADY!*

WITHOUT THE CONTROL--

THERE ISN'T--

--ANY WAY BACK!

HE'S *GONE!* CAN'T *HEAR* HIM-- OR *SEE* HIM ANYMORE!

BUT *ME*-- I'M GROWING LIKE THERE'S NO TO-MORROW!

THE MICROSCOPE'S *VIBRATING*--AS IF THERE'S SOMETHING *INSIDE!*

I-I'D BETTER SEE WHAT IT IS!

MEANWHILE, BACK AT THE OSBORN CHEMICAL PLANT IN UPPER MANHATTAN-- WHERE, DUE TO THE DIFFERENCE IN TIME BETWEEN THE MICRO-VERSE AND OUR OWN UNIVERSE, ONLY A FEW SECONDS HAVE ELAPSED SINCE SPIDEY'S DISAPPEARANCE...

THONK

I'M BACK!

HOW?

WELL, Y'SEE, THERE WAS THIS WHOLE UNIVERSE HIDDEN INSIDE A LITTLE SPHERE-- AND WHEN I ESCAPED FROM PSYCHO-MAN'S WORLDSHIP AND NEARLY GOT CLOBBERED BY A BLAZING STAR--

I FEEL AS THOUGH I'M *MISSING* SOMETHING!

SPEAKING OF *THAT*, THERE'S SOMEONE *I* SURE MISS!

CATCH YA LATER, LITTLE CHUM!

WAIT! YOU STILL HAVEN'T TOLD ME--

HE POPPED OUT OF THE *MICROSCOPE*, MUTTERING ABOUT A HIDDEN *UNIVERSE*-- AND A BLAZING *STAR*--

--THEN HE GREW BACK TO FULL SIZE AND TOOK OFF!

BOY! I CAN'T WAIT TILL I MEET SOMEONE WHO ASKS ME "WHAT'S NEW?"

MOMENTS LATER, AT THE MOST FAMOUS LOFT IN ALL OF HERODOM...

WHADDAYA THINK, HONEY?

IT LOOKS PERFECT TO ME!

YOU MEAN I'M MY NORMAL SIZE AGAIN?

YEP! LOOKS LIKE I'M STUCK WITH THE SAME OL' PETER PARKER!

I GUESS IT'S PRETTY DULL FOR YOU BEING BACK HERE AFTER ZIPPING AROUND TO ALL THOSE DIFFERENT WORLDS!

YOU'RE RIGHT, GREEN EYES!

IT WON'T BE EASY SPENDING TIME WITH YOU AFTER ALL THE FUN I'VE BEEN HAVING!

BUT HEY, Y'KNOW SOME-THIN'?

WHAT, TIGER?

ONE WAY

I'LL TRY TO MAKE THE BEST OF IT!

SINCE WE KNOW MOST TRUE-BLUE MARVELITES HATE THE MUSHY STUFF, LET'S LEAVE OUR FAR-FROM-PLATONIC PARKERS AND REJOIN THE NEWLY-LIBERATED ALIENS WHO ARE NOW IN CONTROL OF PSYCHO-MAN'S MIGHTY WORLDSHIP...

FATE HAS BEEN *KIND!* THE TYRANT HAS VANISHED *FOREVER!*

BUT NOW, WHAT WILL *BECOME* OF US?

WHERE DO WE *GO?* WE ARE *TOO SMALL* TO RETURN TO OUR OWN WORLDS!

YOUR WORDS HAVE THE RING OF *TRUTH!*

WE MUST *FIND* A PLACE--A PLACE THAT WILL AFFORD US *SANCTUARY!*

LUCKILY, WE SHALL NOT HAVE TO SEARCH VERY FAR!

WHAT DO YOU *MEAN?*

LOOK! THE CAPTIVE WORLDS OF *SUB-ATOMICA!*

USING PSYCHO-MAN'S *OWN* CONTROLS, WE'LL ALTER OUR SIZE, AND THERE SHALL WE DWELL-- FOREVERMORE!

FOR SIZE, LIKE LIFE ITSELF, IS MERELY *RELATIVE!*

IN EVERY WORLD THROUGHOUT THE COSMOS, ALL THAT TRULY MATTERS IS *PEACE, JUSTICE--*

AND *FREEDOM* FOR ALL!

"GOODNESS, I FEEL SO **NERVOUS** IN FRONT OF A MICROPHONE.

"I DON'T KNOW HOW MARY JANE DOES IT-- BEING AN **ACTRESS**-- I TRULY DON'T. ⟨SIGH⟩ WELL, I SUPPOSE I BETTER BEGIN.

"MY NEPHEW PETER WANTS ME TO TELL THE WHOLE STORY OF WHAT HAPPENED YESTERDAY AFTERNOON AT THE LONG ISLAND CITY MALL. THE DEAR BOY SEEMS TO THINK I'M SOME SORT OF **HEROINE**.

"MAY PARKER, A HEROINE-- CAN YOU **IMAGINE**? IT'S SO SILLY.

"I ONLY DID WHAT **ANYONE** MIGHT HAVE DONE.

"BUT YOU'LL SEE THAT SOON ENOUGH FOR YOURSELF.

"I'D GONE TO THE MALL FOR AN AFTERNOON OF **WINDOW SHOPPING** WITH PETER'S WIFE, MARY JANE.

"IT WAS A LOVELY DAY. THE MALL WAS QUITE IMPRESSIVE.

"OF COURSE, AT THE TIME, WE DIDN'T KNOW THERE WERE **TERRORISTS** ON THE ROOF.

SALESDAY for a SHOOTOUT

A MAY PARKER ACTION ADVENTURE!

GERRY CONWAY, SCRIPTER
ROSS ANDRU, PENCILER
MIKE ESPOSITO, INKER
RICK PARKER, LETTERER
BOB SHAREN, COLORIST

JIM SALICRUP, EDITOR
TOM DeFALCO, EDITOR IN CHIEF

HEAVENS, SHOPPING CERTAINLY HAS *CHANGED* SINCE I WAS A GIRL, MARY JANE.

MALLS AND SUPER-STORES AND SPECIALTY DISCOUNT OUTLETS...

IT PUTS ME IN QUITE A *TIZZY*. I HARDLY KNOW WHERE TO BEGIN.

SHOPPING IS LIKE RIDING A BICYCLE, AUNT MAY.

ONCE YOU LEARN HOW, YOU *NEVER* FORGET.

PERHAPS SO, MY DEAR...

...BUT I'D FEEL *SAFER* IF THIS MALL OF YOURS HAD TRAINING WHEELS.

<STRIKE QUICKLY, AND SHOOT *EVERYONE* YOU SEE.

<OUR GOAL IS *TERROR*.>

<THE BOURGEOIS CAPITALIST CONSUMERS MUST BE TAUGHT THAT ALL REVOLUTION IS **NOT** DEAD, EVEN IF THE COWARDS IN EASTERN EUROPE HAVE LOST THE WAY.>

"TRAINING WHEELS."

PETER ALWAYS SAID YOU HAD A SNEAKY SENSE OF HUMOR, AUNT MAY.

OKAY, WE'LL START SLOW. LET'S TRY A ***DRESS SHOP*** TO WARM UP. THEN, ONCE WE'RE COOKIN', WE'LL LOOK AT SOME--

CRASH

BUDDA BUDDA

BUDDA BUDDA

"AT FIRST, WHEN I HEARD THE SKYLIGHT SHATTER OVERHEAD, I THOUGHT SOMEONE HAD BROKEN A MIRROR.

"BUT THEN MARY JANE GRABBED MY ARM AND PULLED ME TOWARD A STORE, AND I REALIZED WE WERE BEING SHOT AT.

BUDDA BRAK BRAK

"BY THAT TIME, PEOPLE WERE SCREAMING, BUT I WAS TOO STARTLED TO FEEL AFRAID."

<TAKE YOUR POSITIONS--

<SPREAD OUT--!

<AND REMEMBER! NO ONE MAY LEAVE HERE ALIVE!>

GRACIOUS ME! W-WHAT'S HAPPENING?

SHUSH! I WISH I KNEW, AUNT MAY!

JUST KEEP YOUR HEAD DOWN-- AND TRY NOT TO MAKE ANY NOISE--

" NATURALLY, THAT SEEMED LIKE EXCELLENT ADVICE...

" ...BUT THE NEXT MOMENT IT WAS ALL I COULD DO NOT TO GASP.

BUDDA BUDDA

" THERE WAS A MAN IN THE HAIRDRESSER'S SHOP WITH US. HE MUST HAVE ENTERED THROUGH THE AIR CONDITIONING VENT IN THE CEILING.

" HE HAD AN UGLY WEAPON, AND LOOKED AS IF HE BELONGED WITH THOSE AWFUL PEOPLE WHO WERE SHOOTING OUTSIDE.

BUDDA BOOM

" BUT THEN HE SMILED AT ME, A VERY SMALL SMILE-- AS IF SMILING HURT HIS FACE-- AND SUDDENLY I WASN'T AFRAID OF HIM ANYMORE.

" HE MOTIONED ME TO STAY QUIET.

"AND THEN THINGS BECAME VERY LOUD

KRAKA KRAKA

BDOW BDOW

<W-WHAT--?>

PTUU PTUU

UNNGH!

"HE NEVER SAID A WORD.

KRAKA KRAKA

"HE JUST STEPPED INTO THE LIGHT AND BEGAN SHOOTING THE MEN WHO'D BEEN SHOOTING THE CUSTOMERS IN THE MALL.

"OF COURSE, THEY SHOT BACK.

PTOW PTOW

BUDDA BUDDA

"IT WAS ALL QUITE NOISY AND CONFUSING.

"SUDDENLY I REALIZED I'D SEEN THIS MAN BEFORE.

SGTASH

"MY NEPHEW PETER HAD TAKEN HIS PICTURE ONCE FOR THE DAILY BUGLE.

PTOW

PTOW

PTOW

BBBUDDA

BSRAT BSRAT

"WHAT DID PETER CALL HIM?

"THE CORRECTER?

"THE DISCIPLINARIAN?

PZZING

PZZING

"OH, DEAR--I SIMPLY COULDN'T REMEMBER.

BBRRRT

BRRRTT

BRRRT

ENOUGH!> WE'RE WASTING TIME!

THIS IS THE MAN WHO HAS BEEN *STALKING* US FOR WEEKS:

UNTIL THIS MOMENT, WE HAVE ALWAYS *AVOIDED* HIM.

AT LAST HE THINKS HE HAS FOUND US--

--BUT HE IS *TOO LATE* TO INTERFERE WITH OUR DESIGN.

ARM YOUR *EXPLOSIVES* AND PREPARE TO *DIE.*

THIS "MALL" MUST BE DESTROYED AS A *SYMBOL* OF THE MATERIALIST VALUES THAT ARE CORRUPTING OUR EASTERN BLOC BROTHERS.

IN THE NAME OF *ECONOMIC JUSTICE*--

OH--

--OH, DEAR *ME!*

EH?

--MY HEART--

MAY!!

OHMIGOD! SHE'S HAVING A HEART ATTACK! SOMEBODY *DO* SOMETHING!

CALL AN AMBULANCE! GET A DOCTOR! DON'T JUST STAND THERE!

EH?

BUT--

ВДАМ ВДАМ

ВДАМ

PTUU

PTUUU

PTUUU

PTUU

THE OLD WOMAN --IS SHE--?

OH, DON'T FRET ABOUT ME, YOUNG MAN.

I'M FINE.

BUT YOU'D BETTER GO NOW, DON'T YOU THINK?

I IMAGINE YOU DON'T WANT TO BE HERE WHEN THE POLICE ARRIVE...

"I WAS RIGHT.

"THE POLICE WERE CERTAINLY UPSET WHEN THEY REALIZED WHO SAVED THE SHOPPERS IN THE MALL.

THE PUNISHER?

THAT MAN'S A DANGEROUS RENEGADE.

YOU LADIES ARE LUCKY TO BE ALIVE.

OFFICER, IF IT HADN'T BEEN FOR HIM, WE WOULDN'T BE!

MAY, I NEED TO ASK--

WHY'D YOU FAKE THAT HEART ATTACK?

OH, ONCE I UNDERSTOOD THAT YOUNG MAN WAS HOLDING HIS GUNFIRE BECAUSE WE WERE IN THE WAY, I KNEW I HAD TO DO SOMETHING, MARY JANE.

LIKE I SAID, AUNT MAY-- YOU'RE SNEAKY.

"AND THAT'S ALL THERE WAS TO IT. CAN WE TURN OFF THIS MACHINE NOW? I HAVE TO MAKE DINNER."

THE END

Stan Lee PRESENTS:

MARY JANE WATSON - PARKER !

"ELEVEN ANGRY MEN..."

PETER DAVID · WRITER
JUNE BRIGMAN · PENCILER
STAN DRAKE · INKER
RICK PARKER · LETTERER
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"...AND ONE ANGRY WOMAN"

I'M *NOT* CHANGING MY VOTE.

LOOK, MRS. WATSON-PARKER, HAVE A *HEART*, OKAY?

MY GIRLFRIEND'S A STEWARDESS. SHE'S IN TOWN, LIKE, ONCE A *MONTH*. SHE'LL BE LEAVING IN A DAY, AND I REALLY, *REALLY*, WOULD MUCH RATHER BE WITH *HER*--

--THAN COOPED UP WITH THE *JUROR FROM ★$*&!*

CALM *DOWN*, TURNER! *THAT'S* NO ANSWER!

LET HIM *GO*! IF HE KILLS HER, WE CAN BRING IN AN *ALTERNATE*!

SHUT *UP*, VARDAMAN!

I'M FINE. *SORRY*. LOST MY HEAD.

WE'VE BEEN AT THIS FOR *DAYS*, PEOPLE. LET'S NOT CRACK UP NOW... NOT WHEN WE'RE SO *CLOSE* TO RESOLVING THIS THING.

"RESOLVING THIS THING" MY AUNT FANNY! WE'RE GONNA BE HERE FOREVER!

AND IT'S *HER* FAULT!

AND I NEED A *SMOKE*!

YOU THINK WE'RE *CLOSER*, STARR? LET'S *VOTE* AGAIN!

"NOT GUILTY"... AND THE *LAST* ONE...

"GUILTY." ELEVEN NOT GUILTY, ONE *GUILTY.*

MRS. W-P STILL HOLDING OUT, I PRESUME?

`FRAID *SO,* MR. STARR.

WUMF

YOU OKAY, TURNER?

THINK I JUST GAVE MYSELF A BLOODY NOSE.

GOT A TISSUE?

THIS IS ALL MY FAULT.

HECK, I SHOULDN'T EVEN *BE* ON THIS JURY IN THE FIRST PLACE.

"MRS. GOOD CITIZEN" HAD TO GO, READY AND EAGER TO SERVE WHEN CALLED, AND IT SEEMED A PERFECT WAY TO KILL THE TIME, WITH PETER OUT OF TOWN ON A PHOTO ASSIGNMENT.

EVERYONE ELSE TRIES TO GET OUT OF IT, BUT NOT *ME.*

"I SHOULD'VE *KNOWN*, I SHOULD'VE *REALIZED*, WHAT I WAS GOING TO GET INTO WHEN THEY STARTED QUESTIONING ME..."

WILL COUNSEL APPROACH THE BENCH, PLEASE?

GENTLEMEN, I'M *NOT* THRILLED THAT JURY SELECTION IS TAKING THIS LONG.

I DO NOT WISH TO SPEND THE REST OF MY CAREER DOING *VOIR DIRE* ON A JEWELRY STORE HEIST. IN FACT...

I AM *LESS* THAN ECSTATIC THAT THIS CASE HAS MADE IT *THIS* FAR. YOU TWO COULDN'T SETTLE THIS?

I *TRIED*, YOUR HONOR. DEFENSE WASN'T INTERESTED IN PLEA BARGAIN.

MR. VON ROSPACH IS TRYING TO *RAILROAD* US, YOUR HONOR. A PLEA BARGAIN SERVES MR. VON ROSPACH'S INTEREST, BUT *NOT* MY CLIENT'S.

MR. MOSLEY, THIS IS YOUR FIRST CASE, IS IT NOT?

YES, YOUR HONOR.

I WAS *AFRAID* OF THAT. MR. MOSLEY, I APPRECIATE YOUR ENTHUSIASM, AND I HAVE ALLOWED YOU SOME LATITUDE IN QUESTIONING POTENTIAL JURORS...

BUT ENOUGH'S *ENOUGH*! SETTLE ON YOUR FINAL JURORS AND GET THIS SHOW ON THE ROAD. *GOT* THAT?

Y-YES, YOUR HONOR.

GOOD. STEP BACK AND HUSTLE.

MRS. MARY JANE WATSON-PARKER?

THAT'S RIGHT.

YES, SIR.

MARRIED NAME?

ACTRESS AND MODEL. YOU THINK COURT CASES ARE LIKE WHAT YOU SEE ON *T.V.*?

OH, *NO*. FOR ONE THING, THE COURT ROOMS ARE BETTER *LIT* ON T.V..

WE HAVE *NO* OBJECTION TO THIS JUROR.

MRS. WATSON-PARKER... HUSBAND'S OCCUPATION IS A STUDENT PHOTO-GRAPHER?

WELL, ACTUALLY, TO BE MORE SPECIFIC, HE'S...

YES OR NO?

YES, OKAY?

THIS GUY'S NEVER HEARD OF PETER. WELL, FINE. THAT'S *HIS* LOSS.

MRS. WATSON-PARKER...

WHAT ARE YOUR FEELINGS ABOUT *SPIDER-MAN*?

UH-OH. MAYBE HE'S BEING *CAGEY*. JEEZ, MAYBE HE *DOES* KNOW SOMETHING.

IF I SAY I THINK SPIDEY'S GREAT, HE MIGHT START ASKING WHY. AND I SAY WHAT? "WELL, HE'S MY HUSBAND." SWELL.

BUT I CAN'T BADMOUTH SPIDER-MAN. I *CAN'T* DO THAT TO PETER.

I, UH, DON'T REALLY HAVE *ANY* FEELINGS ONE WAY OR THE OTHER. NOT *REALLY*.

WHY DID YOU TAKE SO LONG TO *ANSWER*, MRS--

COUNSELOR...

...YOU'RE *PUSHING* IT.

THIS JUROR IS *FINE*, YOUR HONOR.

JUST ONE CIGARETTE. C'MON, STARR. PLEASE?

MR. SOUKUP, JUST BECAUSE I'M THE JURY FOREMAN--

--DOESN'T MEAN I CAN OVERTURN LAWS ABOUT NON-SMOKING IN PUBLIC BUILDINGS. BESIDES, YOU KNOW WARREN IS ALLERGIC TO SMOKE.

C'MON, WARREN. YA DON'T MIND IF I SMOKE JUST ONE CIGARETTE, DO YA?

DEPENDS. DO YOU MIND IF I UPCHUCK ON JUST ONE OF YOUR SHOES?

SHE'S GOT BLONDE HAIR THAT HANGS DOWN TO HER BUTT. BEAUTIFUL, HIGH CHEEKBONES. A BODY THAT STOPS TRAFFIC.

YOUR GIRL-FRIEND?

NO, MY COCKER SPANIEL.!! WHADDA YOU THINK?!

C'MON, YOU GUYS! TURN YOUR BACKS FOR FIVE MINUTES! I'LL GET MISS BETTER-DEAD-THAN-RED TO CHANGE HER MIND!

I NEED A SMOKE.

SHUT UP, OR I'LL STAPLE YOUR LIPS CLOSED.

LOOK, LADY, VOTE WITH US. C'MON. THE FROZEN SNOWBALL THEORY SAYS YOU SHOULD.

WHAT'S THE FROZEN SNOWBALL THEORY?

TWO MILLION YEARS FROM NOW, THE WORLD WILL BE A FROZEN SNOW-BALL, SO WHO'S GONNA CARE?

I'LL CARE, MR. SMITH.

I THINK WE SHOULD LOOK AT THE TRIAL TRANSCRIPT AGAIN.

WHAT'S *THAT* GOING TO DO, HUH? WASTE *MORE* TIME?

LADY, I HAVE A LIFE *OUTSIDE* THIS ROOM.

THE FACT THAT MY BOSS REFUSED TO GET ME OUT OF JURY DUTY HAS ME NERVOUS *ENOUGH*. THERE'S OTHER GUYS IN THE FIRM, OUT TO STEAL MY CLIENTS OUT FROM *UNDER* ME.

ADVERTISING IS *CUT-THROAT*, LADY. MY CAREER MAY BE GOING DOWN THE TOILET BECAUSE *YOU* CAN'T ADMIT THERE'S ENOUGH REASONABLE DOUBT IN THIS CASE TO KICK THE GUY *LOOSE*.

I DON'T ADMIT *ANYTHING* OF THE KIND. AND I FIGURE IF MAYBE WE GO THROUGH THE TRIAL TRANSCRIPT AGAIN, WE CAN FIND THE FLAW IN HIS STORY.

I JUST DON'T *BUY* IT, MR. VARDAMAN, I'M SORRY.

YOU DON'T *HAVE* TO BUY IT! JUST *RENT* IT.

YOU WANT TO REVIEW THE TESTIMONY AGAIN, MRS. W-P? *FINE*.

WE'LL SKIP THE ARRESTING OFFICER'S STATEMENTS, SINCE ALL HE DID WAS FIND THE DEFENDANT, THE BELOVED MR. *BILL TREADWAY*--

--WEBBED-UP AND HANGING FROM A LAMPPOST WITH THE PROCEEDS FROM A JEWELRY HEIST IN HIS LAP.

AND THAT ISN'T *ENOUGH* FOR YOU?

IT'S NOT BEYOND A REASONABLE DOUBT AND YOU KNOW IT.

HERE WE GO. TREADWAY'S TESTIMONY...

MR. TREADWAY... HOW *ARE* YOU TODAY?

FINE. I'M FINE.

LITTLE NERVOUS.

NOTHING TO BE NERVOUS *ABOUT*. Mr. TREADWAY-- WOULD YOU CARE TO TELL US HOW YOU CAME TO BE HANGING IN A MANUFACTURED WEB FROM A LAMPPOST OUTSIDE KLEIN'S JEWELRY STORE THE NIGHT OF THE 16TH?

YEAH... YEAH, *SURE*. YOU *BET*.

"I WAS ON MY WAY HOME, MINDING MY *OWN* BUSINESS--

"-- WHEN SUDDENLY THIS ALARM GOES OFF IN THE JEWELRY STORE. I FREEZE. DIDN'T KNOW *WHAT* TO DO.

" AND SUDDENLY, RUNNING OUT OF THE ALLEYWAY, COMES, YOU KNOW, *SPIDER-MAN*. HE LOOKS ALL AROUND...

"... AND SUDDENLY HE *SPOTS* ME.

"NOW HE KNOWS HE'S NAILED. HE KNOWS I CAN I.D. HIM, SEE. SO WHAT HE DOES IS--

"HE SHOVES THE JEWELS AT ME, AND HE SAYS, 'I'M GONNA MAKE SURE THAT NO ONE BELIEVES WHAT YOU SAY.' AND THEN HE, Y'KNOW, WEBS ME UP...

"AND THERE I AM, HANGING LIKE A PRESENT IN A CHRISTMAS STOCKING FOR WHEN THE COPS SHOW UP. I MEAN...

"DOES THAT STINK OR WHAT? TALK ABOUT BEING IN THE WRONG PLACE AT THE WRONG TIME."

AND YOU ACTUALLY BELIEVE ALL THAT NONSENSE?

MRS. WATSON-PARKER, I'M A LOGICAL MAN. AND IF YOU'D ALLOW YOURSELF TO BE LOGICAL TOO, YOU'D SEE THAT HIS STORY ISN'T IMPLAUSIBLE.

ISN'T IMPLAUSIBLE?! THEY FOUND THE ALLEYWAY DOOR OF THE JEWELRY STORE JIMMIED OPEN, AND THE CROWBAR IN THE ALLEYWAY IN THE GARBAGE!

SURE, IT DIDN'T HAVE TREADWAY'S FINGERPRINTS ON IT. HE TRIED TO SAY IT WAS BECAUSE SPIDER-MAN WAS WEARING GLOVES. BUT SO WAS TREADWAY!

COURT OF TRAN

YEAH? SO WHAT? IT WAS A COLD NIGHT.

BUT SPIDER-MAN WOULDN'T HAVE TO USE A CROWBAR! HE'D BE STRONG ENOUGH TO JUST PULL THE THING OPEN!

WE DON'T KNOW THAT. I'VE NEVER SEEN THE GUY IN ACTION MYSELF--

AND BESIDES, WE COULDN'T CONSIDER THAT IN THE VERDICT. THAT'S WHADDYA CALL, HEARSAY, ISN'T IT?

MAYBE, I GUESS, BUT--

LOOK, RED, I DON'T THINK TREADWAY IS ANY SAINT. FOR ALL I KNOW HE *DID* DO IT.

BUT FOR ALL I KNOW HE *DIDN'T.* STANDING HERE FIGHTING TO KEEP THIS POSSIBLE SLEAZO OUT OF JAIL, INSTEAD OF BEING WITH MY GIRL, IS THE *TOUGHEST* THING I'VE EVER DONE.

AND YOU'RE *NOT* MAKING IT ANY *EASIER.!!*

GIMME A BREAK, HUH? GIVE *ALL* OF US A BREAK!

THE JUDGE SAID WE HAVE TO BE CERTAIN BEYOND A REASONABLE DOUBT. TREADWAY'S STORY *MAY* BE A LIE, IT MAY *NOT*... BUT IT'S *NOT* UNREASONABLE.

AND WITH SPIDER-MAN *NOT* HERE TO TESTIFY, AND WITH NO OTHER WITNESSES AROUND, I SAY WE HAVE TO *SPRING* HIM.

LISTEN TO HIM! *PLEASE!*

NO, *YOU* LISTEN.

I THINK IT *STINKS* THAT YOU WOULD TAKE THIS GUY'S WORD FOR WHAT HAPPENED. THAT YOU THINK *NOTHING* OF WHAT IT REFLECTS ON SPIDER-MAN.

EVERYBODY, FROM JONAH JAMESON ON DOWN TO GUYS LIKE TREADWAY TEAR SPIDER-MAN *APART.* AND ALL THE GUY DOES IS RISK HIS LIFE TO HELP OTHER PEOPLE, FOR *NO* REWARD, FOR *NOTHING.*

DON'T YOU *SEE?* DON'T YOU *UNDERSTAND?*

SPIDER-MAN *REPRESENTS* SOMETHING. HE REPRESENTS SOMEONE WHO CARES ABOUT SOMETHING *GREATER* THAN HIMSELF. HE CARES ABOUT THE *GOOD* OF *PEOPLE.*

THIS CITY IS FALLING APART ALL *AROUND* US. CRIME, DRUGS, THE HOMELESS, DECAY, RACK AND RUIN. IT'S *CRUMBLING.*

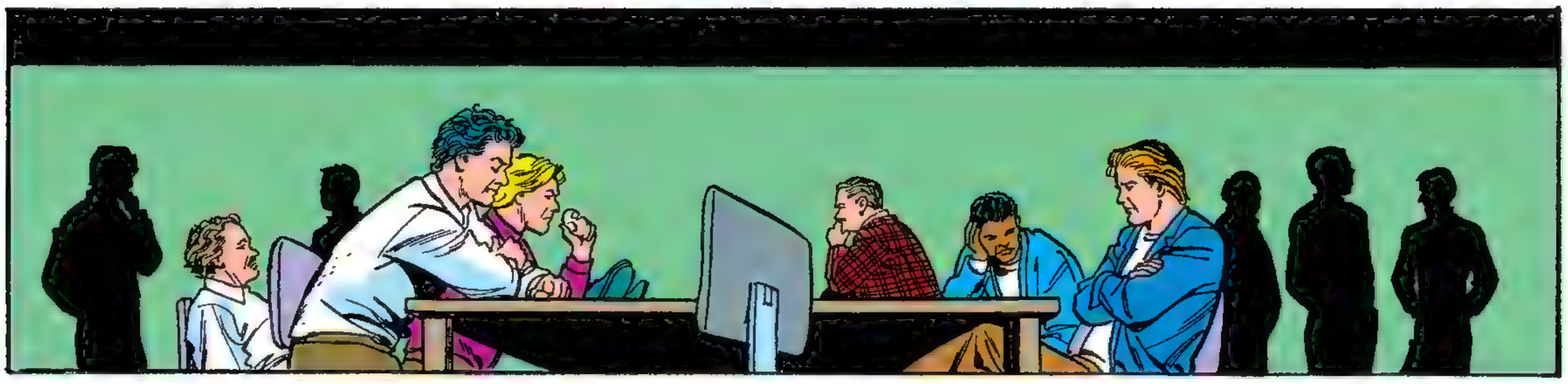
GUYS LIKE SPIDER-MAN, *THEY'RE* THE ONES WHO ARE TRYING TO HOLD IT ALL TOGETHER. AND IF WE'RE READY TO DISBELIEVE IN HIM THAT QUICKLY...

...IF WE'RE READY TO THINK THAT SUCH A SELFLESS MAN COULD EVEN BE *REMOTELY* CAPABLE OF THE TYPE OF CRIME THAT HE'S BEING *ACCUSED* OF...

...THEN I *FEAR* FOR US. I FEAR FOR WHAT WE HAVE BECOME, THAT WE CAN'T RECOGNIZE *GOODNESS* WHEN WE SEE IT.

I FEAR FOR THE *CITY.* I FEAR FOR OUR CHILDREN, AND OUR CHILDREN'S CHILDREN, WHEN OUR PRIORITIES ARE ON GIRLFRIENDS, AND CIGARETTES, AND AD CAMPAIGNS...

... AND WE CAN'T SEE A TRUE *HERO* IN OUR MIDST.



AND...

AND THE FINAL VOTE-- "GUILTY."

ELEVEN "NOT GUILTY," ONE "GUILTY."

SO MUCH FOR MY HENRY FONDA IMPRESSION.

WUMF

SESSION

HAS THE JURY REACHED A VERDICT?

YOUR HONOR... I REGRET TO SAY THAT WE HAVE NOT.

AND IT IS MY FIRM BELIEF THAT WE'RE NOT GOING TO.

WHAT?! YOU'RE TELLING ME AFTER ALL THIS TIME, YOU STILL CAN'T RETURN A VERDICT?

I'VE GOT A HUNG JURY ON MY HANDS?

I'M AFRAID SO, YOUR HONOR. THE VOTE WAS 11-TO-1 FOR ACQUITTAL...

...BUT THE ONE ISN'T BUDGING, AND ISN'T GOING TO.

NOW, IF YOU WANT US TO GO BACK IN THERE, YOUR HONOR, WE WILL. BUT IT'S A WASTE OF TIME. IF THE NUMBER OF DEATH THREATS THAT HAVE PILED UP BY THIS POINT HAVEN'T CHANGED THIS JUROR'S MIND, NOTHING IS GOING TO.

GREAT. JUST... GREAT.

COUNSELS, UNLESS YOU CAN SETTLE THIS BLASTED CASE, IN A HALF HOUR I'LL HEAR MOTIONS IN CHAMBERS FOR A NEW TRIAL.

THIS JURY IS DISMISSED.

YOU'LL PARDON ME IF I DON'T THANK YOU.

PETER! YOU'RE HOME! I WAS JUST CALLING THE ANSWERING MACHINE TO CHECK FOR MESSAGES.

YEAH. YEAH, THE TRIAL'S OVER. UH...

LOOK, PETER... I'M KIND OF BUMMED RIGHT NOW. WOULD YOU MIND COMING DOWN AND MEETING ME HERE AT THE COURTHOUSE?

THAT'S THE BEST I'M GOING TO DO FOR YOU, COUNSELOR. WE DROP THE B & E CHARGE, AND IF YOU COP TO THE GRAND LARCENY, I'LL RECOMMEND YOUR CLIENT DOES TWO YEARS MAX.

OTHERWISE HE'S LOOKING AT FIVE, TEN IF THE SENTENCES ARE STACKED.

DON'T KID A KIDDER, COUNSELOR. YOU CAN STUFF YOUR BREAKING AND ENTERING, YOUR GRAND LARCENY, AND YOUR DEAL.

MY CLIENT WALKS OR I'LL SEE YOU IN COURT. AGAIN.

YOU TELL 'IM, GUY. YOU HEARD--11-TO-1. NEXT TIME, ACQUITTAL, FOR SURE.

I WOULDN'T BE SO SMUG, MR. TREADWELL. WE BOTH KNOW YOUR STORY STINKS.

MAYBE THIS CASE WAS A WAKE-UP CALL FOR ME. THERE'S WITNESSES I SHOULD'VE MADE THE EXTRA EFFORT TO GET, BUT DIDN'T BOTHER BE-CAUSE MAYBE I'VE BEEN AT THIS TOO LONG TO CARE.

BUT GUYS LIKE YOU GIVE ME A PAIN I DIDN'T KNOW I COULD FEEL ANYMORE. YOU COP TO THE PLEA, TAKE THE TWO YEARS, OR I'M WARNING YOU, MISTER...

...YOU DON'T KNOW WHAT LITTLE TRICKS I'LL PULL THE SECOND TIME AROUND.

YOU'RE BLOWING SMOKE, Mr. D.A., AND WE BOTH KNOW...

...IT?

WHAT'S WRONG WITH HIM?

I DON'T KNOW. Mr. TREADWELL?

TAKE THE #$%@ DEAL! SEND ME TO JAIL, NOW! WHERE IT'S SAFE!!

TAKE THE DEAL.

WHAT?! Mr. TREADWELL, AS YOUR ATTORNEY, I STRONGLY ADVISE AGAINST TH--

MJ! I GOT HERE AS FAST AS I COULD, BY... WELL, YOU KNOW HOW. WHAT HAPPENED?

OHHHH, PETER... IT WAS TERRIBLE. THE GUY... AND HE SAID... AND THE OTHER JURORS... AND...

HUH?

MJ, WHAT IS IT? WHAT'S GOING ON?

UH... I'M NOT SURE.

BUT... BUT I THINK JUSTICE WAS DONE... SOMEHOW.

NYPD

RIKER'S ISLA

LET'S GO HOME, PETER.

AND PETER... NEXT TIME YOU CATCH SOMEBODY IN THE ACT OF A CRIME... AND THERE'S NOBODY AROUND...

...TALK TO A LAWYER. OKAY?

END.

Stan Lee PRESENTS:

CHILD STAR

TONY ISABELLA WRITER	STEVE DITKO ARTIST
RICK PARKER, letterer	BOB SHAREN, colorist
JIM SALICRUP EDITOR	TOM DeFALCO EDITOR IN CHIEF

THERE EXISTS A **POWER** BEYOND OUR UNDERSTANDING. IN TIMES OF CRISIS -- BE IT PERSONAL OR PLANETARY;-- THIS POWER SELECTS A **Cchampion** TO WIELD. THUS IS BORN THE NEWEST IN A PROUD LINE OF **COSMIC DEFENDERS**...

CAPTAIN UNIVERSE

THE HERO WHO COULD BE **YOU!**

MEET ROGER AND JANE PRICE OF 840 BACHMAN DRIVE IN MEDINA, OHIO. THEY'RE ANXIOUS YOUNG STOCKBROKERS WITH A PRETTY **RADICAL** SLANT ON INSIDER TRADING...

WE'VE **DONE** IT, DARLING! JUST AS IT WAS DESCRIBED IN THAT OLD **BOOK** YOU FOUND!

THE DEMONS HAVE TO DO OUR BIDDING AS LONG AS THE **PENTAGRAM** REMAINS IN PLACE!

WHO **SAYS** YOU CAN'T FIND GOOD HELP ANYMORE?

BEWARE, HUMANS! THE SPELLS THAT SNATCHED US FROM OUR OWN DARK DIMENSION COMPEL US TO **OBEY** YOU. BUT IF THE PATTERN OF SUBMISSION IS **BROKEN**--

--YOU WILL BE **OUR** PLAYTHINGS!

OH, SHUT **UP**, GART. DO I HAVE TO LISTEN TO THAT MACHO BUNK **EVERY** TIME SOME MORON CONJURES US UP?

THIS IS *WONDERFUL!* WITH THE DEMONS TO MANIPULATE THE MARKET IN OUR FAVOR, WE'LL BE RICH WITHIN A *WEEK!*

JUST *RICH*, DEAREST? WHY, WE'LL MAKE DONALD TRUMP LOOK LIKE A *PEANUT* VENDER!

THIS IS **EDDIE**, WHO ALSO LIVES ON BACHMAN DRIVE. HE'S ONLY TWO YEARS OLD, BUT HE CAN SENSE THAT THIS IS **NOT** A BEAUTIFUL DAY IN THE NEIGHBORHOOD.

WHAAAAA!

WHAT'S THE *MATTER?* LITTLE BOO? IS YOUR POOR *TUM-TUM* UPSET AGAIN?

NO-NO-NO!

HE LOOKS SCARED! I KNEW HE WAS TOO YOUNG TO SEE THAT *GODZILLA MEETS THE BRADY BUNCH SPECIAL!*

AW, HONEY... EDDIE *LOVES* THAT KIND OF--

=WHULP=

WHEEE!

WHAT ON EARTH?!

I DON'T BELIEVE IT! THAT WAS AN *EARTHQUAKE!*

UH-OH!

IS IT *OVER?*

"YEAH. MAYBE IT WAS JUST A *TREMOR.* IT DIDN'T SEEM STRONG ENOUGH TO DO ANY *REAL* DAMAGE."

FREE AT LAST!

NOW COMES THE DEMON'S VENGEANCE!

QUICK! HEAD FOR THE BEEMER!

YOURS OR MINE?

ARRRGHH!

THIS IS IMPOSSIBLE! WE'RE =gakk= HIDEOUS!

WE'LL BE EXPELLED FROM THE CLUB!

NONE OF MY CLOTHES WILL FIT!

WHILE JUST DOWN THE STREET...

THIS IS IMPOSSIBLE! HOW COULD IT HAPPEN?

HOW COULD WHAT HAPPEN?

=sniff=

CAN'T YOU HEAR THE SCREAMS?

"I DON'T THINK WE'RE IN OHIO ANYMORE. I THINK THE WHOLE STREET HAS BEEN TAKEN SOMEPLACE ELSE.

"SOMEPLACE HORRIBLE!"

ARE WE LOSING OUR MINDS?

WHY IS IT SO DARK?

IT'S THE END OF THE WORLD!

IT'S A *MADHOUSE* OUT THERE! WE'RE PROBABLY BETTER OFF STAYING RIGHT *HERE!*

WE HAVE TO BE BRAVE FOR *EDDIE'S* SAKE!

WE CAN'T LET HIM KNOW HOW *FRIGHTENED* WE ARE.

*BUT EDDIE DOES KNOW! FOR HE HAS BEEN CHOSEN BY THE MYS-TERIOUS **UNI-POWER** TO RECEIVE THE MIGHT AND WISDOM OF--*

--CAPTAIN UNIVERSE!

WOW!

THAT WEIRD, PULSATING *LIGHT!*

IT'S COMING FROM EDDIE'S *CRIB!*

NO! IT'S COMING FROM EDDIE *HIMSELF!*

OUR LITTLE BOY IS *FLYING!*

NAT-NAN!

HE'S TURNED INTO SOME KIND OF *SUPERHERO!*

COME *BACK* HERE, EDDIE!

IT ISN'T *SAFE* OUTSIDE!

EDDIE KNOWS HE IS NEEDED, BUT FIRST...

WHAT THE HECK IS *THIS?*

"REVENGE OF THE *TODDLER?*"

I--I THINK HE'S TRYING TO *PROTECT* US!

YOU ARE IN MY REALM, FLESHLINGS--

--MY SLAVES FOR ALL ETERNITY!

OUR FIRST LUCKY BREAK IN A CENTURY AND YOU HAVE TO SPOIL IT WITH YOUR CORN-BALL DIALOGUE!

SILENCE, RATH!!!

SAVE YOUR TORMENTS FOR THE HUMANS!

THE BAD MONSTERS ARE SCARING THOSE PEOPLE. HIS TASK IS TO STOP THEM.

BUT HOW?

THE SOLUTION SEEMS SO CLEAR TO HIM. IT'S JUST LIKE WHEN HE PLAYS WITH DADDY.

THE ONLY WAY TO STOP BAD MONSTERS--

--IS WITH GOOD MONSTERS!

KONGO!

GORGA!

OF COURSE HE REALIZES...

...THEY NEED TO BE REALLY BIG GOOD MONSTERS!

RAWRLLL

GRONK

BUNGA, DUDES!

OHHH

AGHH

ARE YOU GOING TO LET THIS BIG APE--

ENOUGH WITH YOUR CATERWAULING--

OWWW!

HIS GOOD MONSTERS ARE BEATING THE BAD MONSTERS.

SO WHY ARE THESE PEOPLE STILL FRIGHTENED?

THERE'S MORE OF THEM!

WE CAN'T ESCAPE!

DON'T THEY KNOW THEY'RE BEING RESCUED?

IT'S THAT LITTLE BRAT'S DOING!

I'LL BITE HIS HEAD OFF!

THEN HE FIGURES IT OUT...

WHAT'S HE DOING?

HE'S GLOWING!

THEY'RE JUST SCARED OF THE DARK!

=YIEEEE=

=AAGGGG=

NOW THAT MAKES PERFECT SENSE. EVEN HE LIKES TO SLEEP WITH A NIGHT-LIGHT.

EVERYBODY SEEMS A LOT HAPPIER NOW. HE'D BETTER GET BACK TO HIS FOLKS BEFORE THEY GET WORRIED.

LOW-FLYING AIRCRAFT.

EVERYTHING'S BACK TO NORMAL!

WHAT COULD'VE CAUSED IT?

MUTANTS.

CABLE T.V.

OZONE LAYER.

TOXIC WASTE FUMES.

MEDFLYS.

STEPHEN KING.

COMPUTER HACKERS.

DUTCH ELM DISEASE.

THE UNI-POWER DEPARTS FROM YOUNG EDDIE TO FIND IT'S NEXT CHAMPION.

AWWW...

THE CRISIS THAT DREW IT HERE IS OVER.

WELL, MOSTLY OVER.

MAYBE WE SHOULD RETHINK OUR LIFESTYLE, ROGER. WE COULD JOIN THE PEACE CORPS, LIVE OUT IN THE JUNGLE!

SHUT UP AND KEEP SCRUBBING, JANE!

MAYBE THE SALVATION ARMY...

I HAVE NO IDEA WHAT JUST HAPPENED, BUT I'VE GOT A FEELING WE SHOULD BE MIGHTY PROUD OF OUR LITTLE GUY.

WHAT DO YOU HAVE TO SAY TO THAT, EDDIE?

AGAIN!

THE END

...or, "Honey, I shrunk the non-mutant super hero."

If you liked the Captain Universe storyline last fall, you'll love this one.

Ant Man can shrink to the size of an ant, right? So why can't Spider-Man drop to the size of a spider?

He can...and does, when he's exposed to Dr. Henry Pym's shrinking element. But Spidey's not thrilled by the turn of events.

He's shrinking uncontrollably. At first, while he's just the size of a Spider, Scott (Ant Man) Lang is called in to help get him out of this fine mess. But Scott isn't able to arrest the shrinking.

So Spidey ends up thrown into the sub-atomic micro-world, where he falls into the clutches of the foe who was able to defeat the Fantastic Four themselves - Psycho Man.

Even if he survives, it'll be a long way home, and there aren't many road maps of the microverse.

Gil Kane, one of the classic Spider-Man artists, returns to the web-slinger for the *Amazing Spider-Man* annual.

Amazing Spider-Man Annual #24
Writer: David Michelinie
Penciler: Gil Kane
Price: $2.00
On Sale: June - week 1

Spectacular Spider-Man Annual #10
Writer: Gerry Conway
Penciler: Rich Buckler
Price: $2.00
On Sale: June - week 2

Web of Spider-Man Annual #6
Writer: Gerry Conway
Penciler: Rich Buckler
Price: $2.00
On Sale: June - week 3

Spider-Man® 's Totally Tiny Adventure™

1990 SPIDER-MAN ANNUALS PROMO FROM *MARVEL AGE PREVIEW #1*

SPIDER-MAN: THE COSMIC ADVENTURES TPB (1993) COVER ART BY RON LIM, KEITH WILLIAMS & PAUL MOUNTS

WITH GREATER POWER...

When Spider-Man first appeared in comics over thirty years ago, one of the elements that made him stand out from the other super heroes of that time was the fact that, compared to many of them, he wasn't all that "super." Sure, he had the "proportionate strength of a spider" and could lift, say, an automobile. And while he was stronger than any ordinary crook, he had plenty of adversaries who matched or exceeded his super-strength: Doctor Octopus, the Sandman, the Lizard and the Hulk just to name a few!

But the limits on Spider-Man's powers helped make him uniquely appealing. In a world where super-powered titans clashed, Spider-Man was the little guy fighting against superior odds. Thus, it was easier for readers to identify and sympathize with him.

Spider-Man was once an introverted bookworm who turned arrogant and egotistical, using his powers to seek fame and fortune. As followers of Spider-Man's history know, only when a burglar Spider-Man had allowed to go free killed his uncle Ben did Spider-Man finally realize the truth that has since guided his life — "with great power must come great responsibility."

The limitations on those powers helped keep Spider-Man humble. But what would happen if Spider-Man suddenly became even more powerful than he could ever imagine? What if suddenly, somehow, he found himself with powers that put him in the same league as the Silver Surfer, capable of flying or performing virtually any cosmic feat?

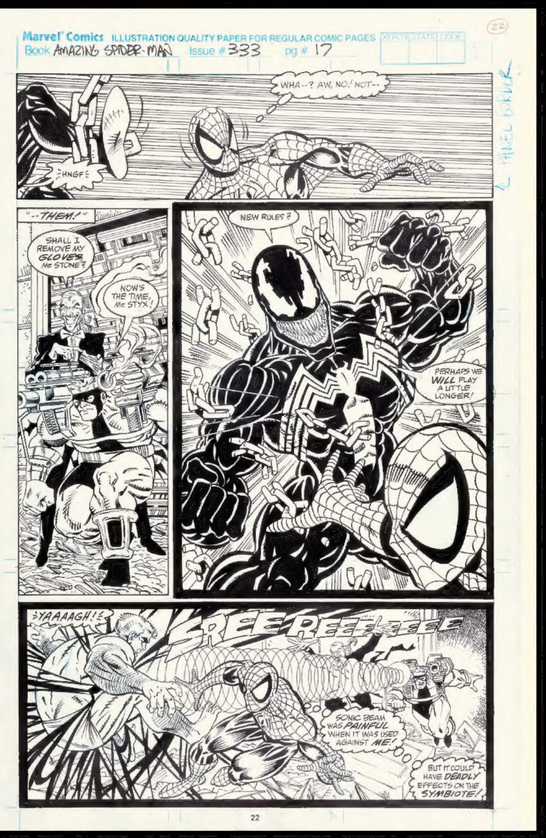
These are the questions raised by the "Cosmic Spider-Man" stories collected for the first time in this volume. They took place at a particularly eventful time in the lives of Spider-Man and his fellow super heroes, and for you to appreciate these stories fully, we must set the scene. So take out your scorecards and get ready…

It began when a mysterious individual contacted six of the most dangerous men on Earth. There were Doctor Doom and the Wizard, who were leading enemies of the Fantastic Four but also had scores to settle with Spider-Man. There were Captain America's arch-enemy the Red Skull and Iron Man's nemesis the Mandarin. There was also the mutant Magneto, who had in recent times become the ally of his former foes the X-Men. But Magneto had just deposed Sebastian Shaw as leader of the Hellfire Club's Inner Circle, a cabal seeking world domination. Finally, there was Wilson Fisk, the Kingpin of Crime, then still the absolute master of New York's organized crime and the bitter, longtime enemy of Spider-Man.

The stranger's plan was simple. He proposed that these six criminal masterminds organize an all-out assault against the super heroes, pitting them against super-villains they had never fought before and with whom therefore they wouldn't be familiar. Thus began the war of the super-villains against the super heroes that became known as the "Acts of Vengeance."

Read on…and enjoy!

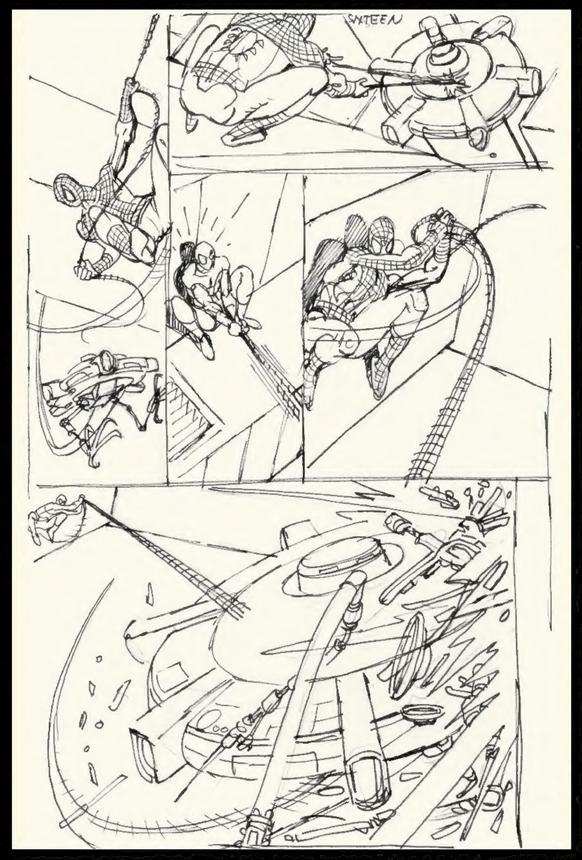
SPIDER-MAN: THE COSMIC ADVENTURES TPB (1993) INTRODUCTION EXCERPT BY PETER SANDERSON

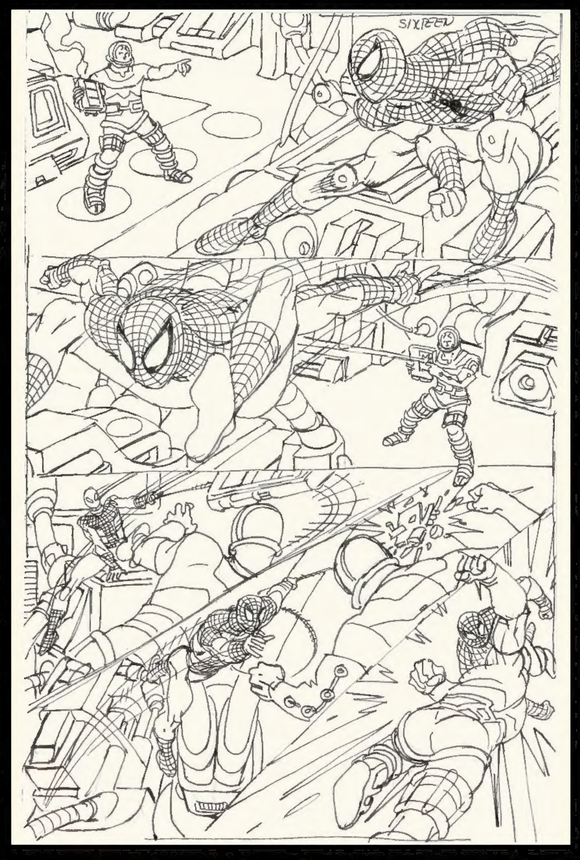


SPECTACULAR SPIDER-MAN #160, PAGE 14 ORIGINAL ART WITH CAPTAIN UNIVERSE COLOR-HOLD OVERLAY BY SAL BUSCEMA

AMAZING SPIDER-MAN #333, PAGE 17 ORIGINAL ART BY ERIK LARSEN & MIKE MACHLAN

AMAZING SPIDER-MAN #328 COVER AND PAGES 1, 12 & 20 ORIGINAL ART BY TODD MCFARLANE





AMAZING SPIDER-MAN ANNUAL #24, PAGE 16 AND *WEB OF SPIDER-MAN ANNUAL #6*, PAGE 16 LAYOUTS BY GIL KANE

WOULD YOU BELIEVE A SPIDER COULD FLY?

PHOTO–WKBC TRAFFIC HELICOPTER

What's red & blue and able to leap tall buildings in a single bound? Guess again.

"It's not fair, I tell you! It's not fair!" protested a voice beneath layers of a concrete substance known as Adhesive X. "We were the perfect match—my paste versus Spider-Man's webs! The Wizard never told me he could make giant fists with his web or shoot rays from his fingertips." The local boys in blue chiseled furiously to liberate the petrified form of the criminal known as Trapster, ignoring his ranting.

The Trapster's words were sound. During a period this fall when known felons were mysteriously attacking super heroes not previously associated with them, a number of the world's underworld figures experienced Spider-Man's strange new powers.

"I had vanquished the wall-crawler by utilizing my ability to manipulate gravity," boasted Graviton. "I levitated the establishment which publishes your celebrated tripe [the *Daily Bugle* Building], then I lowered the entire structure on the helpless web-slinger.

"Imagine my surprise when I confronted him days later—*flying*, no less!" he continued. "Never being one to allow business to remain unfinished, I decided to polish off the webbed menace once and for all. But this time, when I increased the pull of gravity beneath him, he just shrugged off the effects and blasted me with an energy beam the likes of which I have never encountered in all my years as a physicist."

Spider-Man demonstrated the first signs of his new powers outside the physics lab of Empire State University, where *Dr. Maxwell Lubisch*, professor of quantum physics, was conducting an experiment to discover extradimensional energy sources. Lubisch's experiment had caused a power feedback which overloaded the university's electrical system. Spider-Man grabbed a live power line which had been severed due to the experiment. Witnesses swear the masked adventurer felt no ill effects from the lethal charge of electricity he received.

Immediately following his second encounter with Graviton, Spider-Man learned the true nature of his extradimensional powers. A giant, six-armed, three-faced robot attacked the Amity Point Nuclear Power Plant on Long Island. As Spider-Man flew to intercept it, Dr. Lubisch, who had been kidnapped by an unknown party, was forced to use his portable energy projector upon the masked hero.

"This ugly man broke into my lab and bullied me into devising a portable energy projector derived from the same technology which he assumed had given Spider-Man his extra powers," Lubisch explained. "But when I turned the beam upon the web-slinger, it didn't remove his powers as the man had hoped it would. Rather, it enhanced them even further, and also garbed him in a very bizarre looking costume."

At this point, Spider-Man seemed to have become fully aware of his predicament, and he met the robot head-on in an explosive battle. After defeating the mysterious construct, witnesses observed Spider-Man dressed in his familiar red and blue costume. He has not exhibited any of his enhanced powers since that incident, and it is assumed that the powers imparted to the webbed hero withdrew when the crisis had abated.

Extensive research reveals that the costume Spider-Man wore during this battle belongs to an alleged extradimensional entity known as Captain Universe. Dr. Lubisch revealed that his energy experiments had presumably altered the Enigma Force, which comprises Captain Universe, as it sought to possess Spider-Man, leaving him sans costume or awareness of his purpose.

Monty Walsh, a former cat burglar who was once a recipient of the Captain Universe powers, told reporters that the Enigma Force increases its candidate's strength level by a factor of 50. "So, let's see: Spider-Man can lift, what, ten tons?" he calculated. "That means—whew! Good ol' Spidey was probably the strongest hero this world has ever seen!"

This reporter would like to believe that Spider-Man is much happier without the extra burden and extra responsibility his new powers conveyed. **—Glenn Herdling/New York.**

***MARVEL 1989: THE YEAR IN REVIEW* ARTICLE BY GLENN HERDLING**

PHOTO–WKBC TRAFFIC HELICOPTER

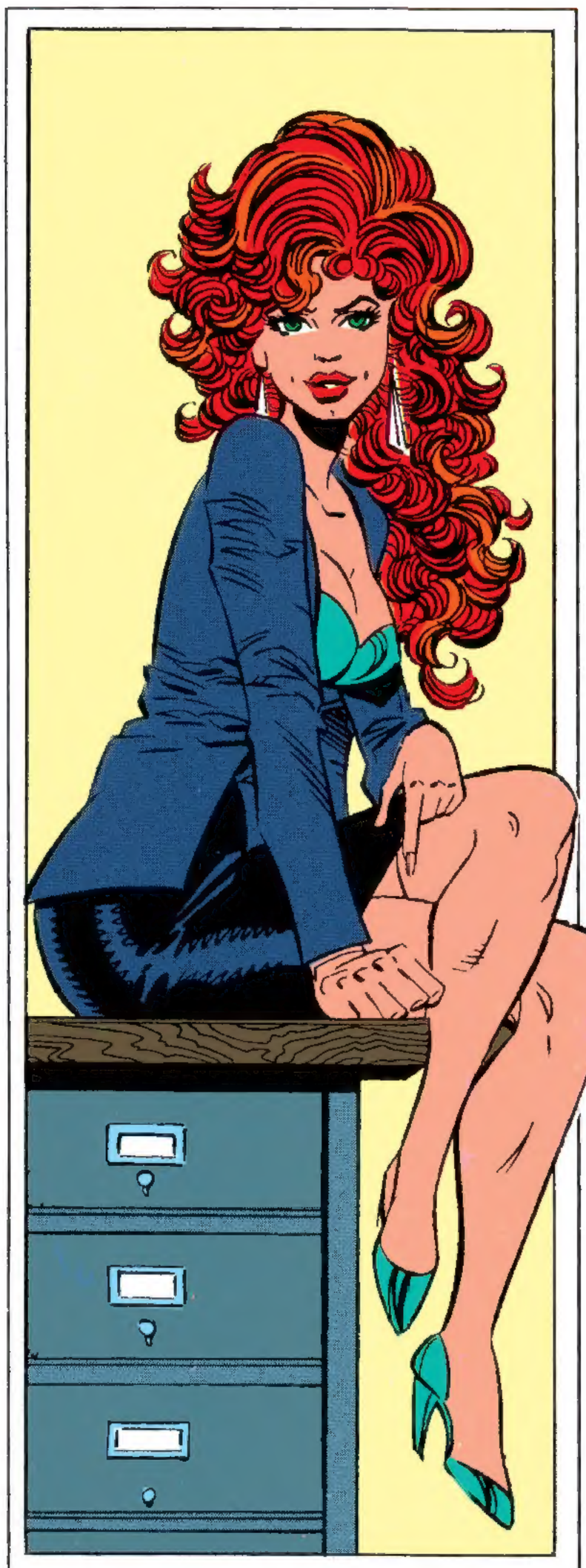
"Look! Up in the sky! It's—– Spider-Man?!"

Among the other known menaces to confront this super Spider-Man were the *Brothers Grimm*, *Dragon Man*, the Adamantium laced robot *Tess-One*, powerhouses such as *Titania*, *Goliath*, and even *Magneto* himself. Unsubstantiated rumors also report that a battle was staged between Spider-Man and a gray behemoth at the ruins of Roosevelt Island. The only eyewitnesses were two boys named *Stan Queen* and *Steve Wilson*, and our own ace photographer, Peter Parker.

"It was totally rad," Steve exclaimed. "Like, Spider-Man knocked the dude right into orbit!" Their account cannot be verified.

PHOTO—PETER PARKER

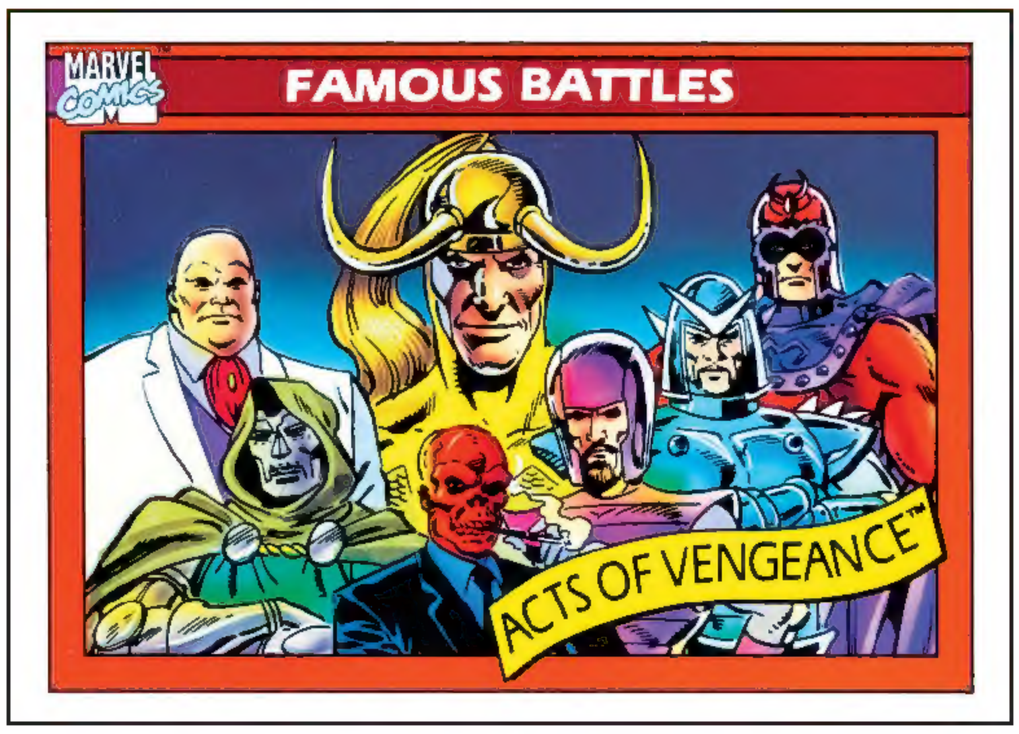
Although this scene was photographed late at night, it seems to reveal that the Incredible Hulk is still alive. Impossible? Not as impossible as Spider-Man apparently defeating the gray giant.

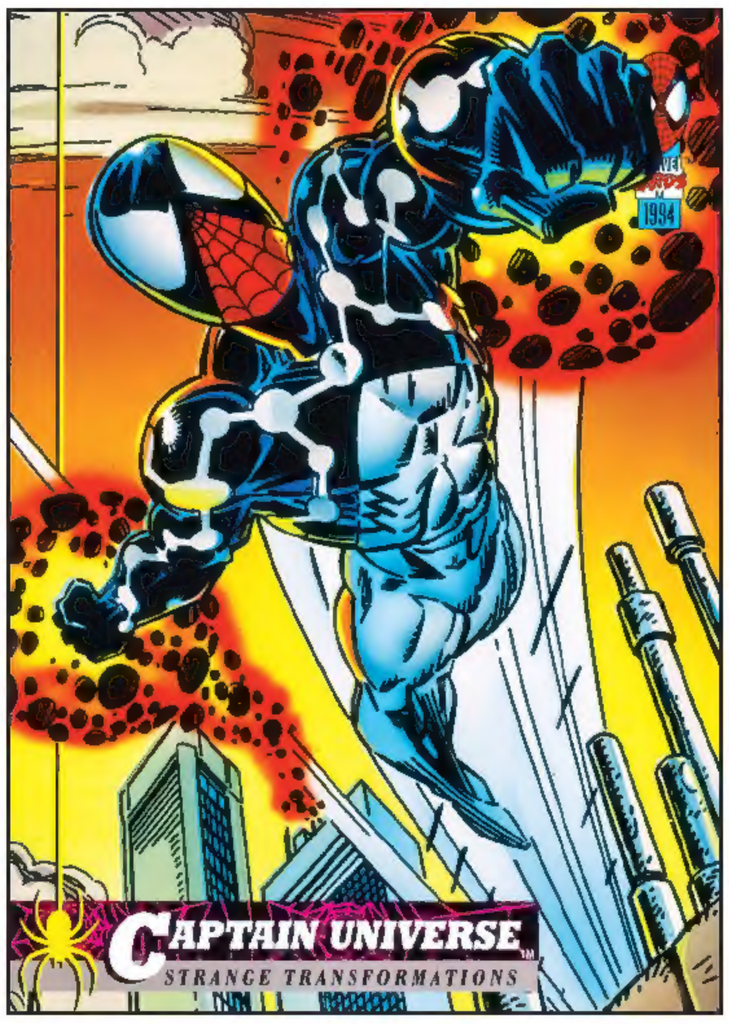


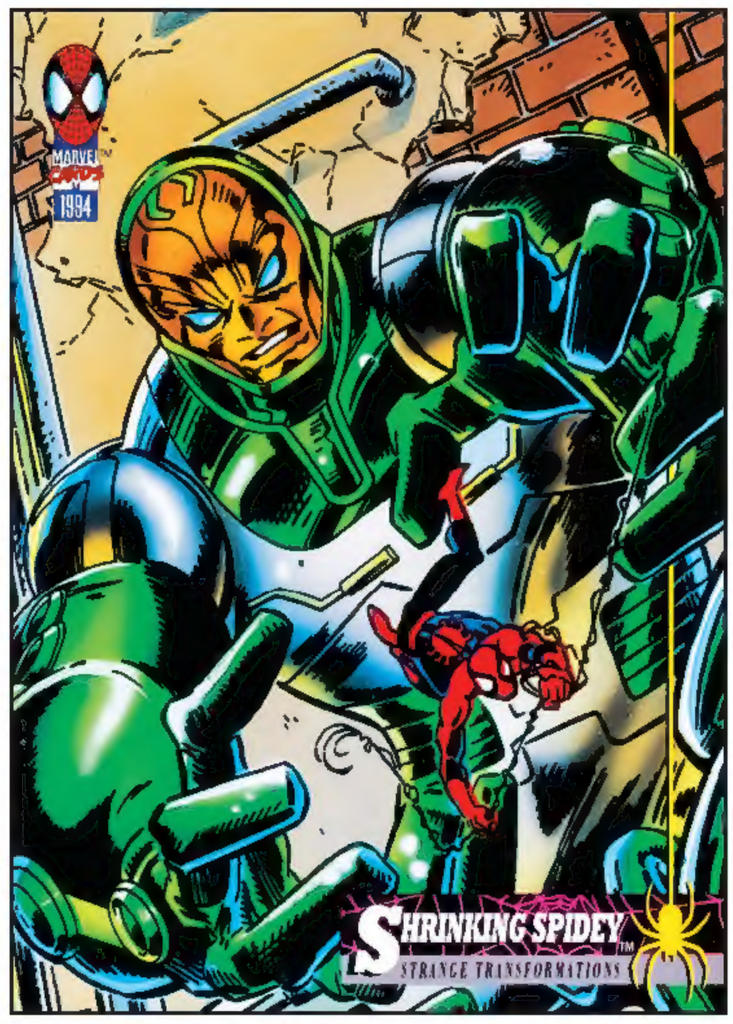
Scarlet Starlet

Model *Mary Jane Watson-Parker* will soon be a familiar face on our TV screen, apparently. She'll be playing one of those rich witch roles: Sybil on "*Secret Hospital.*" But lest you think this is Mary Jane's first attempt at acting, never fear. You'll be happy to know she appeared in high school productions of "*Romeo and Juliet*" and "*A Streetcar Named Desire.*" On top of that, she also puts in a stint dancing at the Gloom Room in NYC — and that *certainly* qualifies her to act on "*Secret Hospital.*" Perhaps photog hubby *Peter Parker* (author and pictaker of WEBS) can put out an exposé on his starlet wife. No? ■

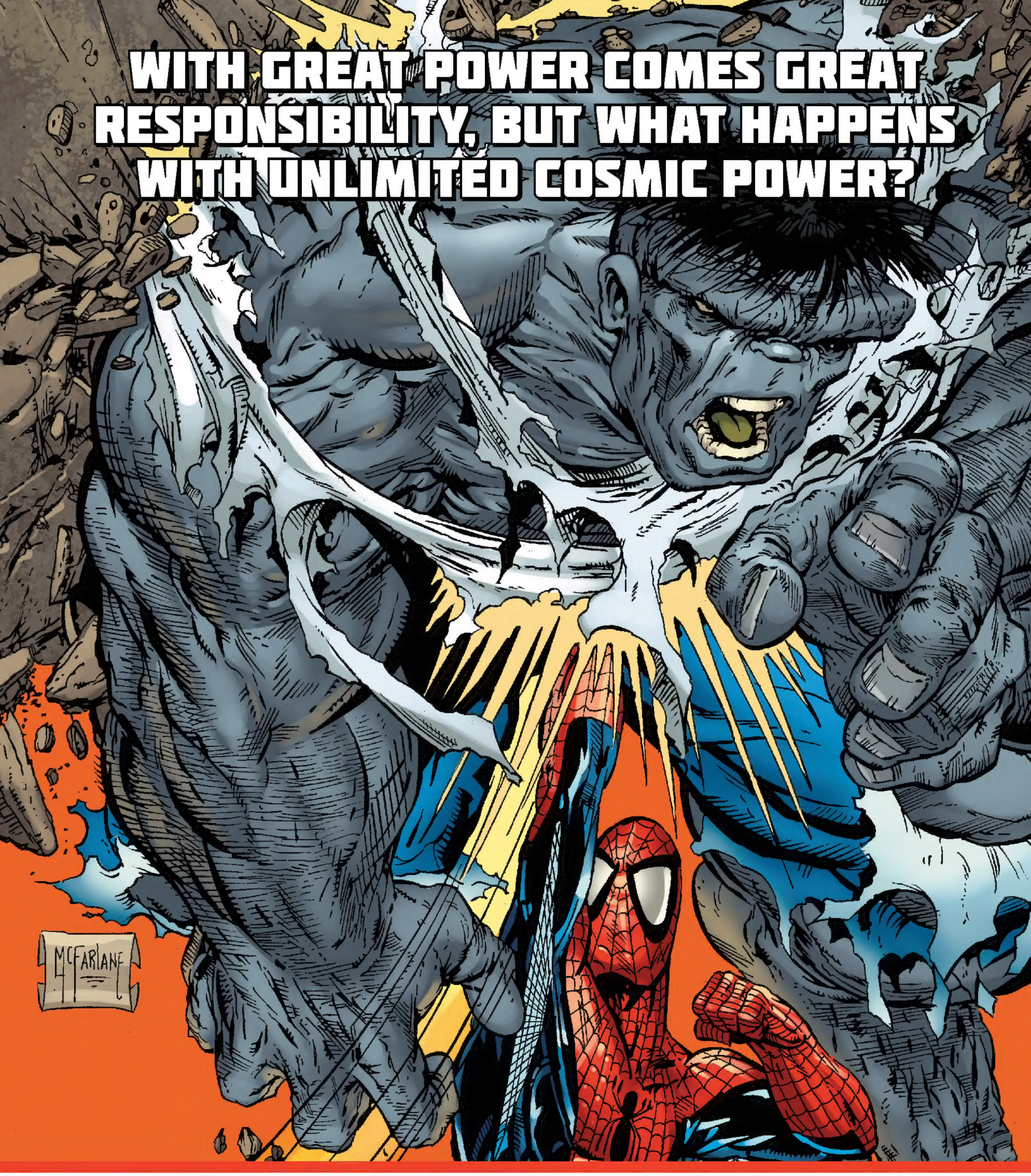
MARVEL 1989: THE YEAR IN REVIEW
ARTICLE BY RENÉE WITTERSTAETTER







TRADING-CARD ART BY PAUL RYAN, SAL BUSCEMA, GREG & TIM HILDEBRANDT AND MARK BAGLEY & TERRY AUSTIN



When a science experiment goes wrong, Peter Parker's spider-powers are enhanced to an unbelievable degree! And the timing can't be beat — because with a cabal of deadly villains unleashing unpredictable attacks on Marvel's heroes, Spider-Man will need all his newfound might just to survive! But who or what is the real force behind Spidey's cosmic empowerment? And what battle is he destined to fight? Plus: Spider-Man teams up with the Punisher, deals with the return of Venom and battles the shrunken Psycho-Man in a totally tiny adventure! Guest-starring the Hulk, Magneto, Dr. Doom, the Frightful Four and more!

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